MARVEL

AMAZING FANTASY

15



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AMAZING FANTASY

MC

12¢

15 AUG.



SPIDER-MAN!

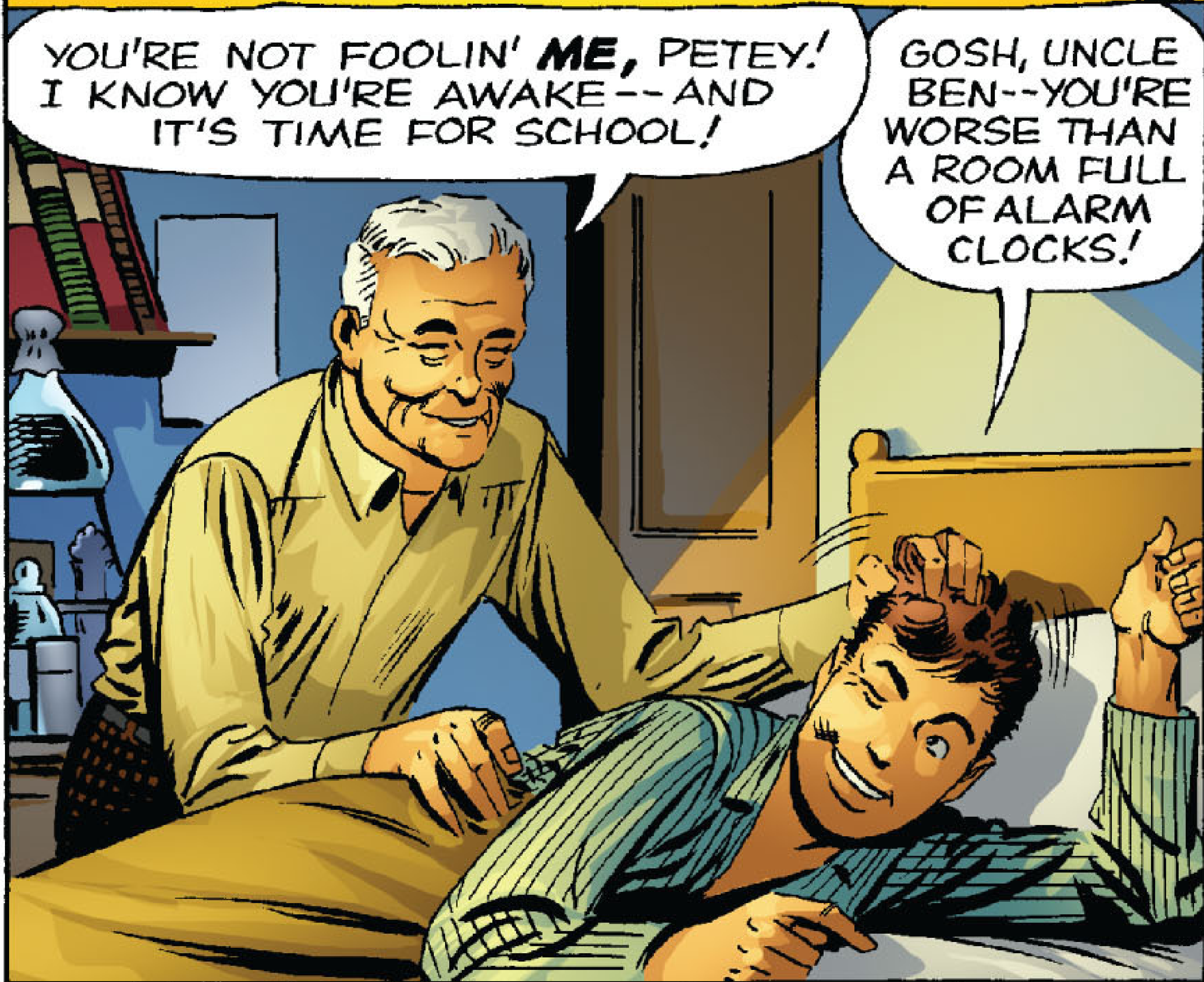


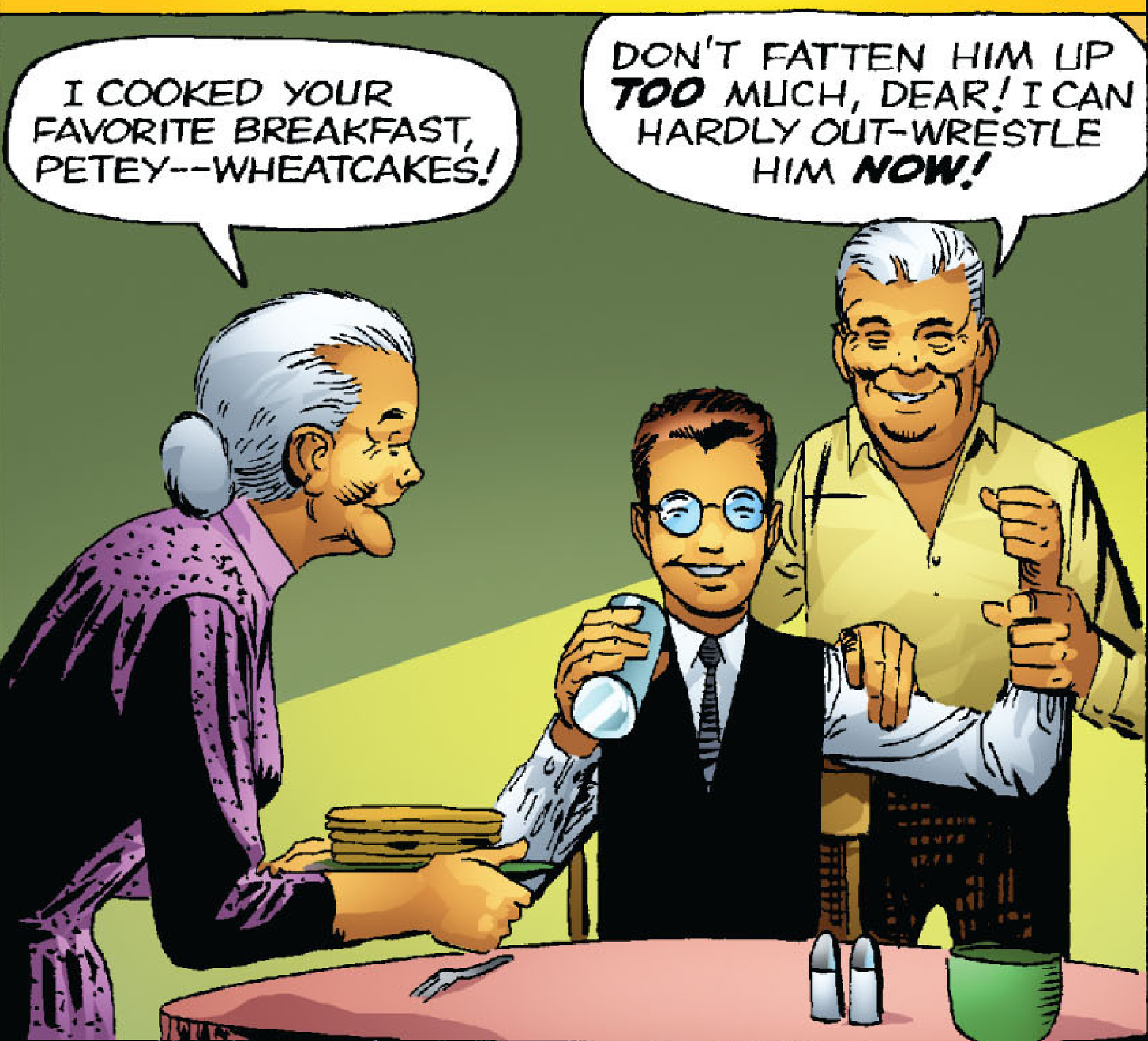


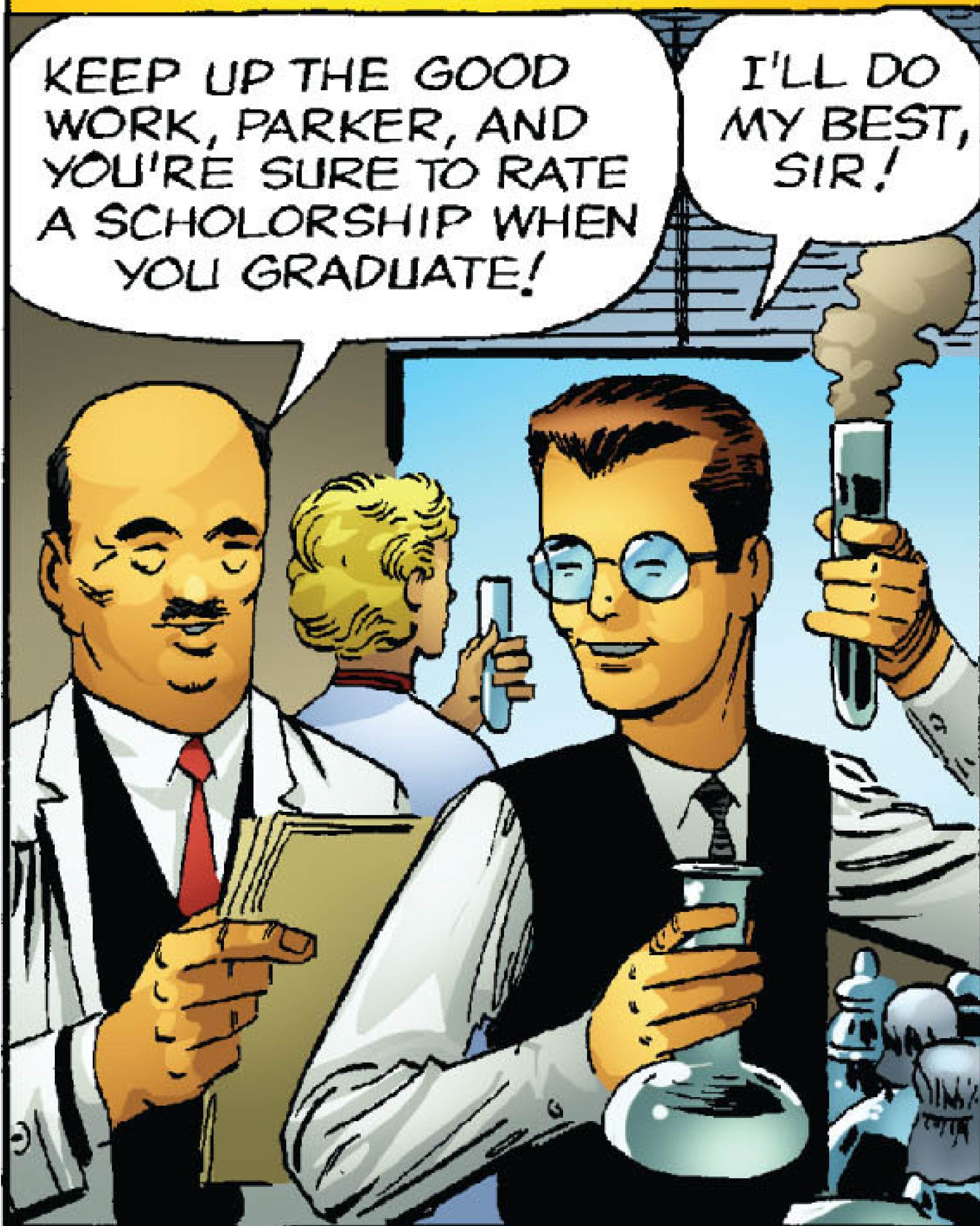
LIKE COSTUME HEROES? CONFIDENTIALLY, WE IN THE COMIC MAG BUSINESS REFER TO THEM AS "LONG UNDERWEAR CHARACTERS"! AND, AS YOU KNOW, THEY'RE A DIME A DOZEN! BUT, WE THINK YOU MAY FIND OUR SPIDERMAN JUST A BIT... DIFFERENT!
SAY, GANG, WE NEED ONE MORE GUY FOR THE DANCE! HOW ABOUT PETER PARKER OVER THERE?
ARE YOU KIDDIN'? THAT BOOKWORM WOULDN'T KNOW A CHA-CHA FROM A WALTZ!
PETER PARKER? HE'S MIDTOWN HIGH'S ONLY PROFESSIONAL WALLFLOWER!






AS YOU MAY HAVE GATHERED, PETER PARKER WAS FAR FROM BEING THE BIGGEST MAN ON CAMPUS! BUT, HIS UNCLE BEN THOUGHT HE WAS A PRETTY SPECIAL LAD...
YOU'RE NOT FOOLIN' ME, PETEY! I KNOW YOU'RE AWAKE--AND IT'S TIME FOR SCHOOL!
GOSH, UNCLE BEN--YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS!


AS FOR PETE'S AUNT MAY, SHE THOUGHT THE SUN ROSE AND SET UPON HER NEPHEW!
I COOKED YOUR FAVORITE BREAKFAST, PETEY--WHEATCAKES!
DON'T FATTEN HIM UP TOO MUCH, DEAR! I CAN HARDLY OUT-WRESTLE HIM NOW!

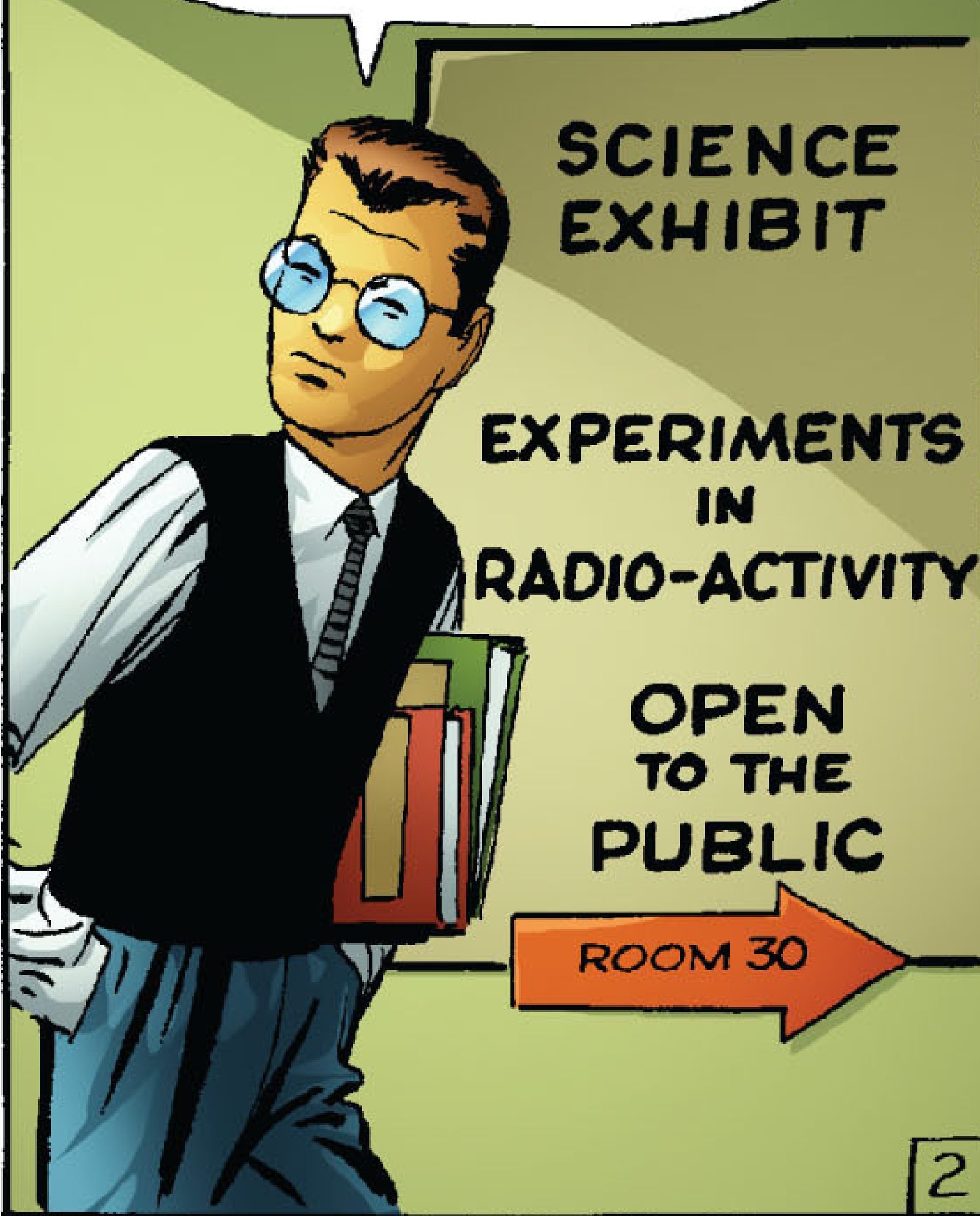

THE FACULTY AT MIDTOWN HIGH WERE ALSO FOND OF THE CLEAN-CUT, HARD-WORKING HONOR STUDENT!
KEEP UP THE GOOD WORK, PARKER, AND YOU'RE SURE TO RATE A SCHOLORSHIP WHEN YOU GRADUATE!
I'LL DO MY BEST, SIR!


BUT ALAS, OTHER TEEN-AGERS CAN SOMETIMES, UNWITTINGLY, BE SO VERY CRUEL TO A SHY YOUNG MAN...
SALLY, I, EH, WAS WONDERING IF YOU'RE BUSY TONIGHT...?
PETER, FOR THE UMPTEENTH TIME, YOU'RE JUST NOT MY TYPE...


...NOT WHEN DREAM BOATS LIKE FLASH THOMPSON ARE AROUND!
I ADMIRE YOUR GOOD TASTE, DOLL! GET LOST, BOOKWORM!


LOOK, THERE'S A GREAT NEW EXHIBIT AT THE SCIENCE HALL TONIGHT! WOULD ANY OF YOU LIKE TO GO WITH ME?
SCIENCE HALL! HAH!
YOU STICK TO SCIENCE, SON! WE'LL TAKE THE CHICKS!


YES, FOR SOME, BEING A TEEN-AGER HAS MANY HEART-BREAKING MOMENTS!
SEE YOU AROUND, BOOKWORM!
GIVE OUR REGARDS TO THE ATOM-SMASHERS, PETER!


SOME DAY I'LL SHOW THEM! =SOB= SOME DAY THEY'LL BE SORRY! --SORRY THAT THEY LAUGHED AT ME!
SCIENCE EXHIBIT
EXPERIMENTS IN RADIO-ACTIVITY
OPEN TO THE PUBLIC
ROOM 30

AND, A FEW MINUTES LATER, PETER PARKER FORGETS THE TAUNTS OF HIS CLASSMATES AS HE IS TRANSPORTED TO ANOTHER WORLD -- THE FASCINATING WORLD OF ATOMIC SCIENCE!

AND NOW FOR A DEMONSTRATION OF HOW WE CAN CONTROL RADIOACTIVE RAYS HERE IN THE LABORATORY...

BUT, AS THE EXPERIMENT BEGINS, NO ONE NOTICES A TINY SPIDER, DESCENDING FROM THE CEILING ON AN ALMOST INVISIBLE STRAND OF WEB...

A SPIDER WHOM FATE HAS GIVEN A STARRING, IF BRIEF, ROLE TO PLAY IN THE DRAMA WE CALL LIFE!

ACCIDENTALLY ABSORBING A FANTASTIC AMOUNT OF RADIOACTIVITY, THE DYING INSECT, IN SUDDEN SHOCK, BITES THE NEAREST LIVING THING, AT THE SPLIT SECOND BEFORE LIFE EBBS FROM ITS RADIOACTIVE BODY!

OW!

A-A SPIDER! IT BIT ME! BUT, WHY IS IT **BURNING** SO? WHY IS IT **GLOWING** THAT WAY??

MY HEAD-- IT FEELS STRANGE! I-I NEED SOME AIR!

LOOKS AS THOUGH OUR EXPERIMENT UNNERVED YOUNG PARKER!

TOO BAD! HE MUST HAVE A WEAK STOMACH!

WHAT'S **HAPPENING** TO ME? I FEEL-- DIFFERENT! AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY!

HONK! HONK!

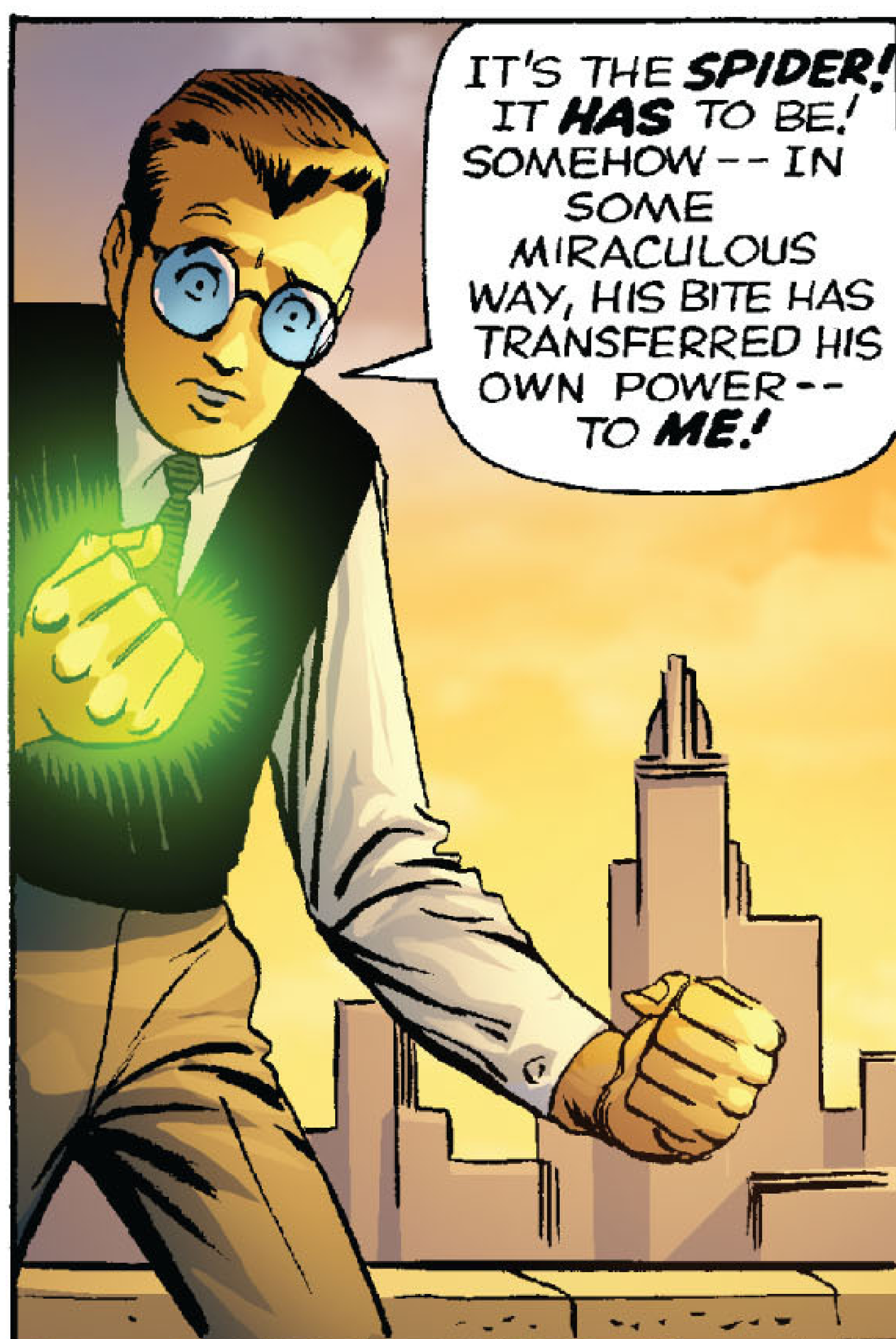
WRAPPED IN HIS THOUGHTS, PETER DOESN'T HEAR THE AUTO WHICH NARROWLY MISSES HIM, UNTIL THE LAST INSTANT! AND THEN, UNNOTICED BY THE RIDERS, HE UNTHINKINGLY LEAPS TO SAFETY--BUT **WHAT** A LEAP IT IS!

THAT WAS **ONE** EGGHEAD WHO WON'T DAYDREAM ANY MORE WHEN HE CROSSES A STREET!

YOU CAN SAY **THAT** AGAIN!

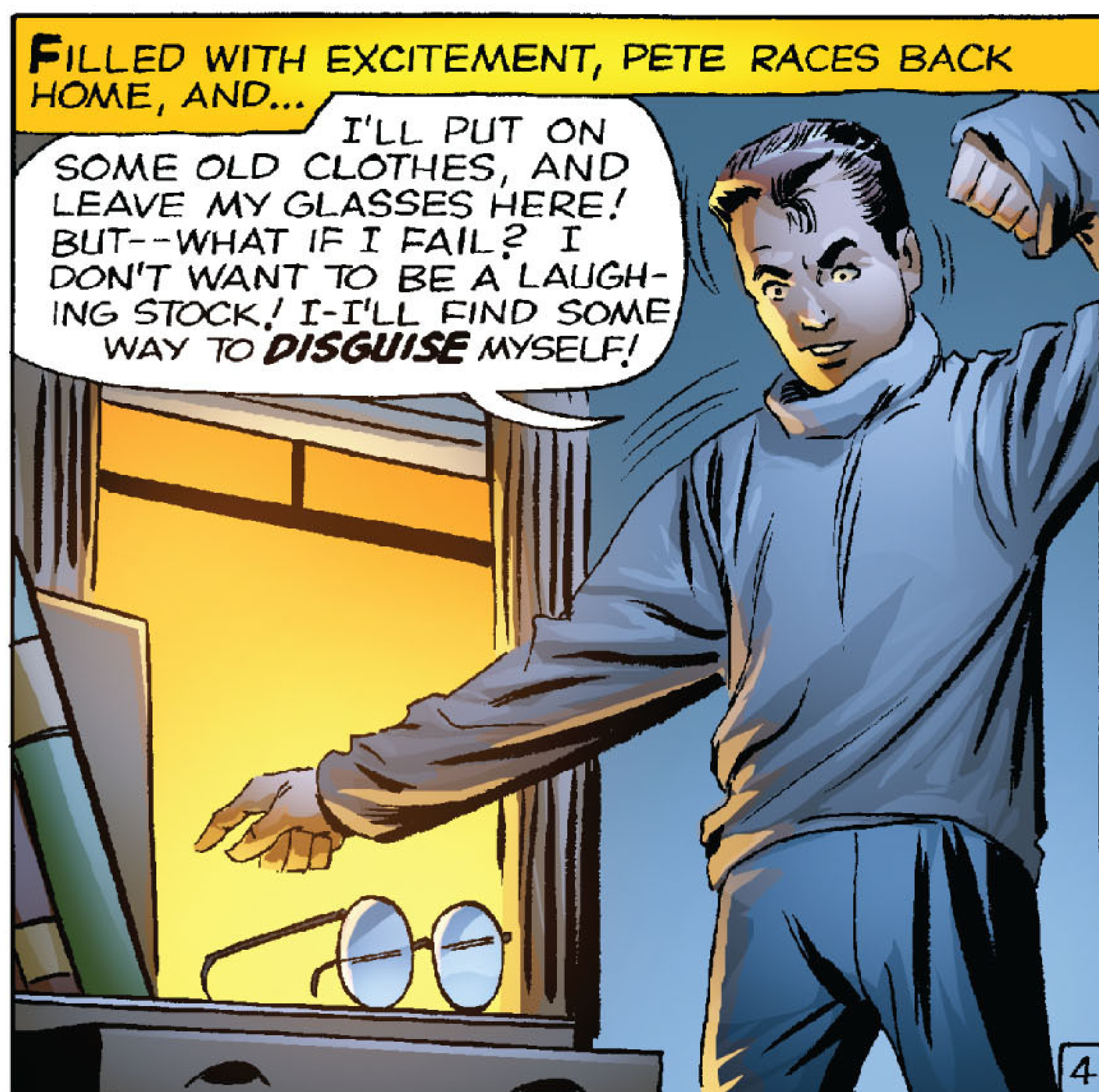

WHAT'S COME OVER ME! I-I'M SCALING THIS WALL JUST AS EASILY AS I CAN WALK!

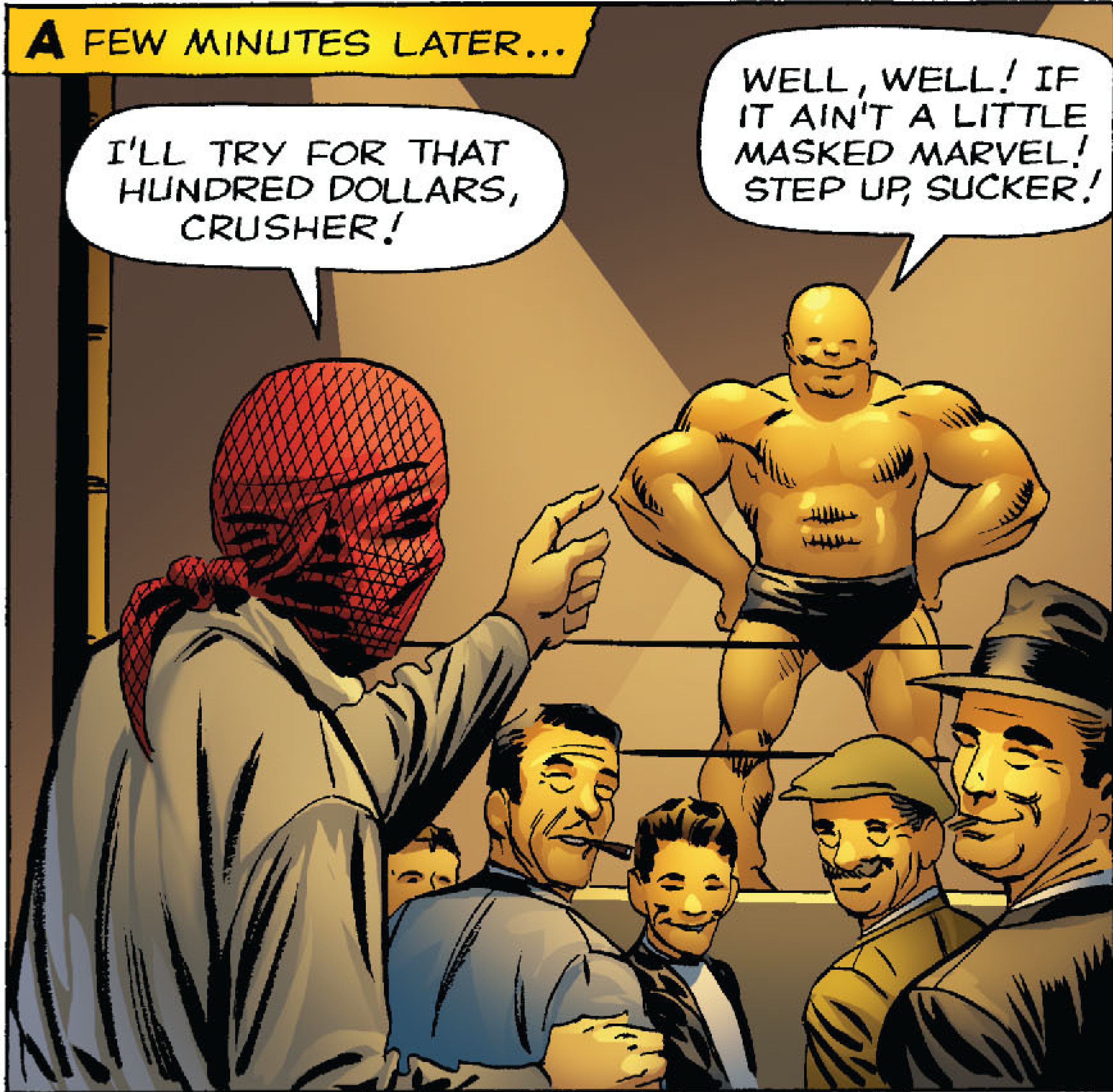
MOMMY! LOOK AT THE MAN WALKING UP THE SIDE OF A BUILDING!
THAT'S THE LAST HORROR MOVIE I TAKE YOU TO, YOUNG MAN!

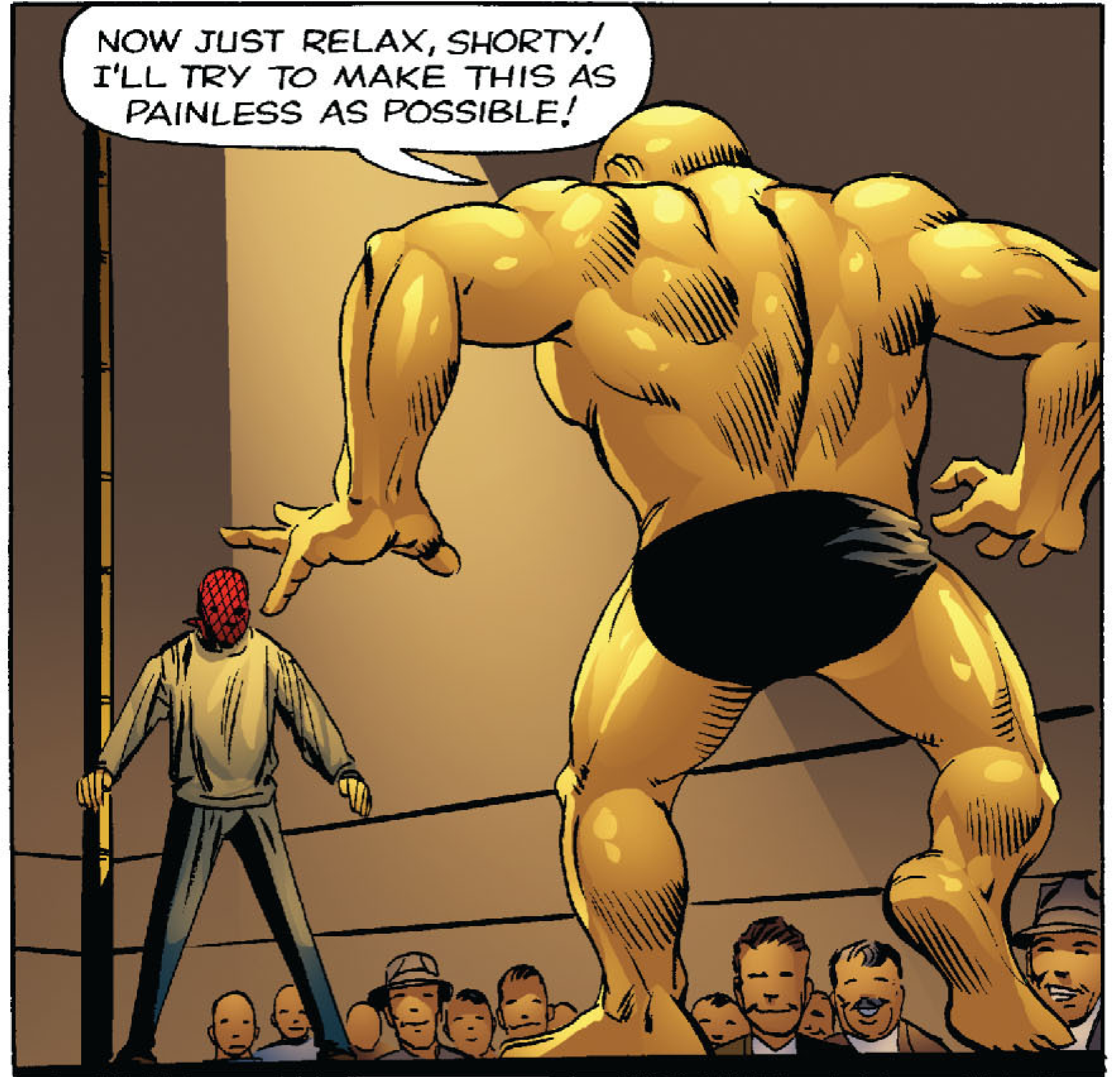
IT'S INCREDIBLE! I REACHED THE ROOF IN JUST A FEW SECONDS!
WHAT'S THIS?? I CRUSHED THIS STEEL PIPE AS THOUGH IT WERE PAPER!

IT'S THE SPIDER! IT HAS TO BE! SOMEHOW -- IN SOME MIRACULOUS WAY, HIS BITE HAS TRANSFERRED HIS OWN POWER -- TO ME!

I CAN WALK DOWN THIS CABLE AS EFFORTLESSLY AS THE SPIDER ITSELF CAN GLIDE ALONG ITS WEB!

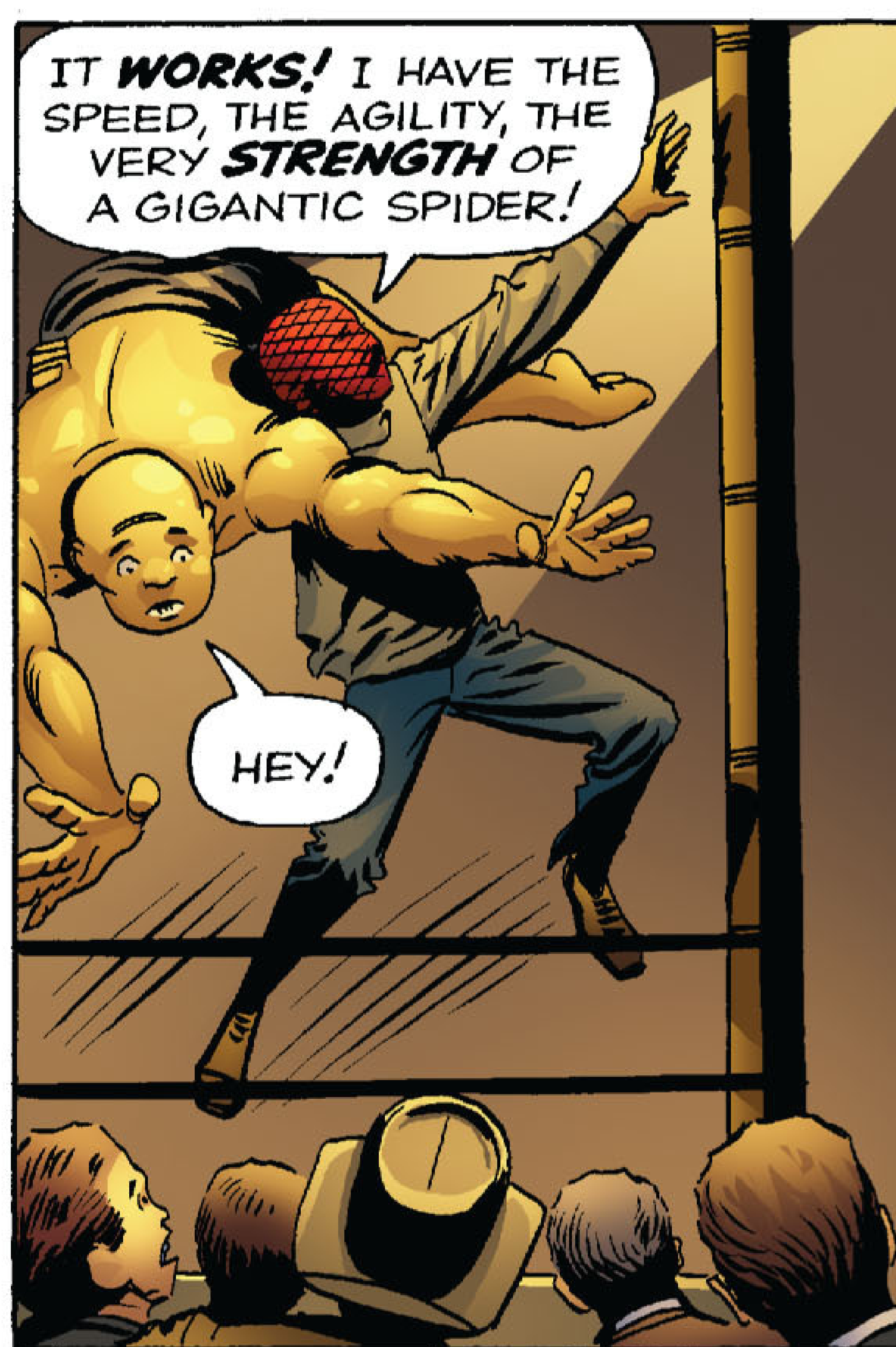
I-I'VE GOT TO HAVE TIME TO THINK! I'VE GOT TO PLAN WHAT TO DO WITH THIS UNBELIEVABLE ABILITY WHICH FATE HAS GIVEN ME!

A FEW MINUTES LATER...
HMMM... THIS WILL BE A GOOD CHANCE TO TEST MY POWER AGAIN!
$100 TO THE MAN WHO CAN STAY IN THE RING THREE MINUTES WITH CRUSHER HOGAN

FILLED WITH EXCITEMENT, PETE RACES BACK HOME, AND...
I'LL PUT ON SOME OLD CLOTHES, AND LEAVE MY GLASSES HERE! BUT--WHAT IF I FAIL? I DON'T WANT TO BE A LAUGHING STOCK! I-I'LL FIND SOME WAY TO DISGUISE MYSELF!
4


A FEW MINUTES LATER...
I'LL TRY FOR THAT HUNDRED DOLLARS, CRUSHER!
WELL, WELL! IF IT AIN'T A LITTLE MASKED MARVEL! STEP UP, SUCKER!


NOW JUST RELAX, SHORTY! I'LL TRY TO MAKE THIS AS PAINLESS AS POSSIBLE!



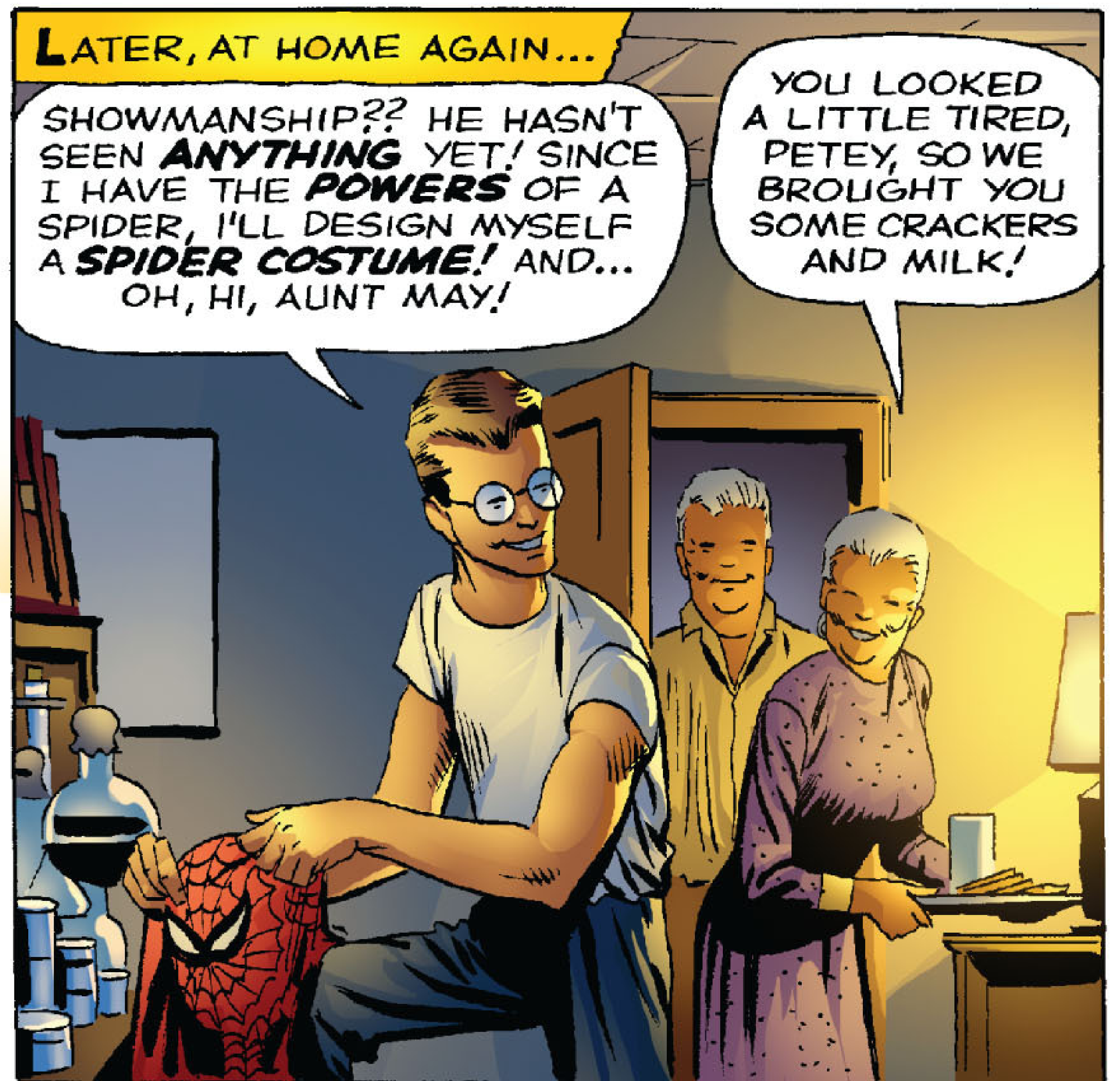

IT **WORKS!** I HAVE THE SPEED, THE AGILITY, THE VERY **STRENGTH** OF A GIGANTIC SPIDER!
HEY!

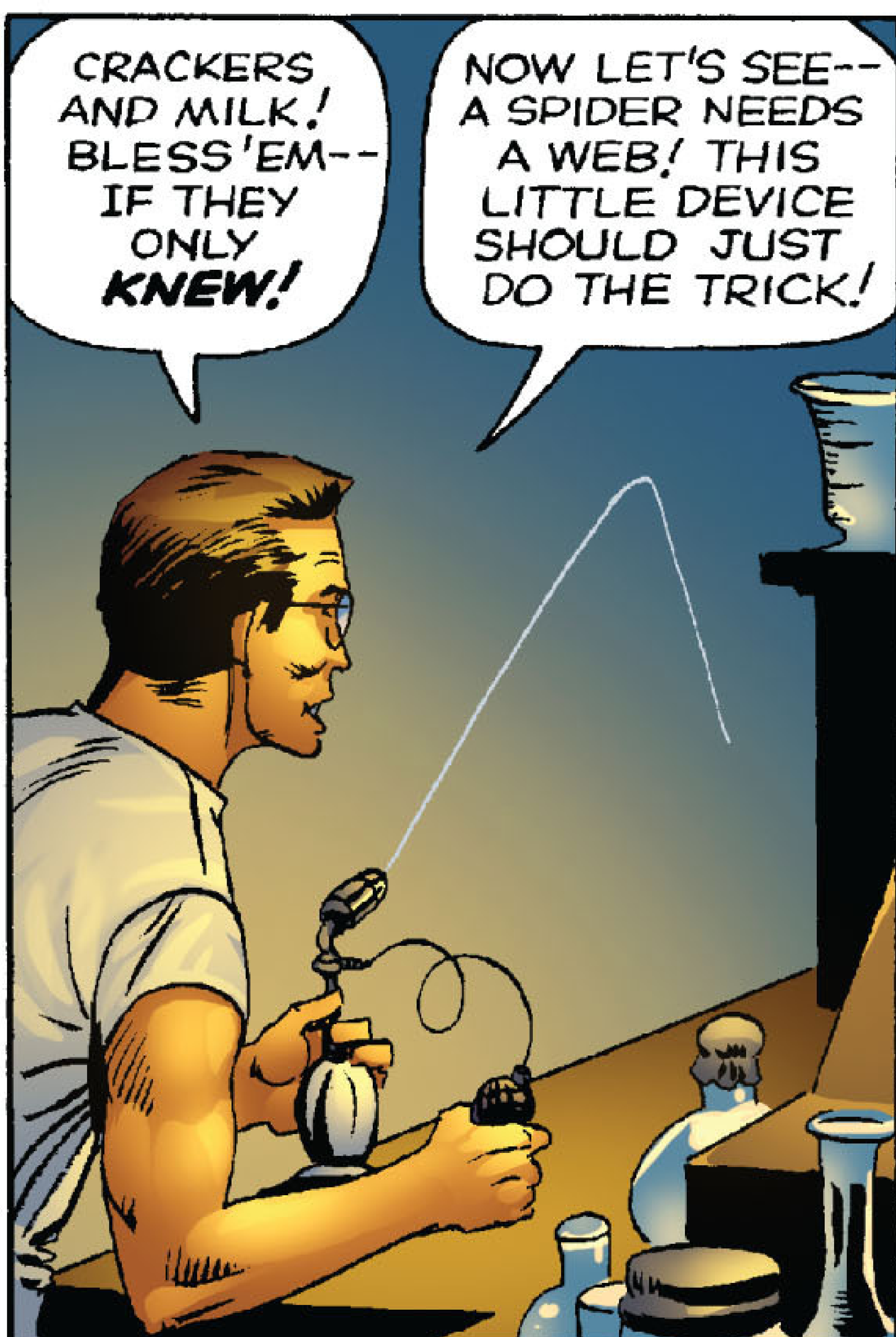

PUT ME **DOWN!** YOU WIN! **YOU WIN!**


YOU--YOU'RE NOT **HUMAN! NOBODY** CAN DO THAT!
WANNA BET?


GREATEST ACT I'VE EVER SEEN!
HMMM, THAT MASKED CHARACTER MAY BE JUST WHAT I'VE BEEN **LOOKING** FOR!
SENSATIONAL! FANTASTIC! AND THAT MASK GIMMICK GIVES HIM JUST THE RIGHT TOUCH OF MYSTERY! HE WAS **TERRIFIC!**


LISTEN, FRIEND, I'M A TV PRODUCER! WITH THAT ACT OF YOURS I CAN MAKE YOU A FORTUNE! AND KEEP THE MASK ANGLE--IT'S GREAT SHOWMANSHIP! HERE'S MY CARD! CALL ME! YOU'D BE A SMASH ON ED SULLIVAN'S SHOW!
THANKS...


LATER, AT HOME AGAIN...
SHOWMANSHIP?? HE HASN'T SEEN ANYTHING YET! SINCE I HAVE THE POWERS OF A SPIDER, I'LL DESIGN MYSELF A SPIDER COSTUME! AND... OH, HI, AUNT MAY!
YOU LOOKED A LITTLE TIRED, PETEY, SO WE BROUGHT YOU SOME CRACKERS AND MILK!


CRACKERS AND MILK! BLESS 'EM-- IF THEY ONLY KNEW!
NOW LET'S SEE-- A SPIDER NEEDS A WEB! THIS LITTLE DEVICE SHOULD JUST DO THE TRICK!


I'LL FASTEN ONE TO EACH ARM-- IT'LL OPERATE BY THE SLIGHTEST PRESSURE OF ANY FINGER!


I'LL NEED A NAME --WELL, GUESS SPIDERMAN IS AS GOOD AS ANY! LOOKS PRETTY GOOD, IF I DO SAY SO MYSELF!


SO, THEY LAUGHED AT ME FOR BEING A BOOKWORM, EH? WELL, ONLY A SCIENCE MAJOR COULD HAVE CREATED A DEVICE LIKE THIS!


WITH SOME STRONG LIQUID CEMENT AT THE END, I CAN PULL MYSELF UP ANYWHERE WITH MY LITTLE WEB!
AND MY COSTUME IS THIN ENOUGH TO WEAR, UNSEEN, UNDER MY STREET CLOTHES!


OKAY, WORLD-- BETTER HANG ONTO YOUR HAT! HERE COMES THE SPIDERMAN!
6

PART 2

NOW ANYBODY WITH THE INTELLIGENCE OF A SEVEN YEAR OLD KNOWS THAT IF A MAN APPEARED ON TV WHO SEEMED TO BE MORE SPIDER THAN HUMAN, HE'D BE AN OVERNIGHT SENSATION! ESPECIALLY WHEN HIS FEATS WERE PERFORMED WITHOUT THE HELP OF TRICK PHOTOGRAPHY! WELL, YOU CAN JUST IMAGINE HOW THE PUBLIC REACTED TO ***SPIDERMAN!***

I'M SEEIN' IT WITH MY OWN EYES, AND I ***STILL*** DON'T BELIEVE IT!



V-789

SURE THEY LOOK AMAZED, INCREDIBLE, AWE-STRICKEN! WOULDN'T ***YOU???***





AFTER ALL, WHEN WAS THE LAST TIME ***YOU*** SAW A MAN WITH HIS OWN FANTASTIC SPIDER WEB???




AS HIS FIRST TV SPECTACULAR ENDS, PETER PARKER BREATHES THE FIRST SWEET SCENT OF FAME AND SUCCESS!
I'M FROM LIFE! WE'LL PAY ANY PRICE FOR A PICTURE SPREAD!
SIGN WITH ME! I'LL PUT YOU IN THE MOVIES!
WAIT! WE WANT AN INTERVIEW!
SEE MY AGENT, BOYS! I'M BUSY!

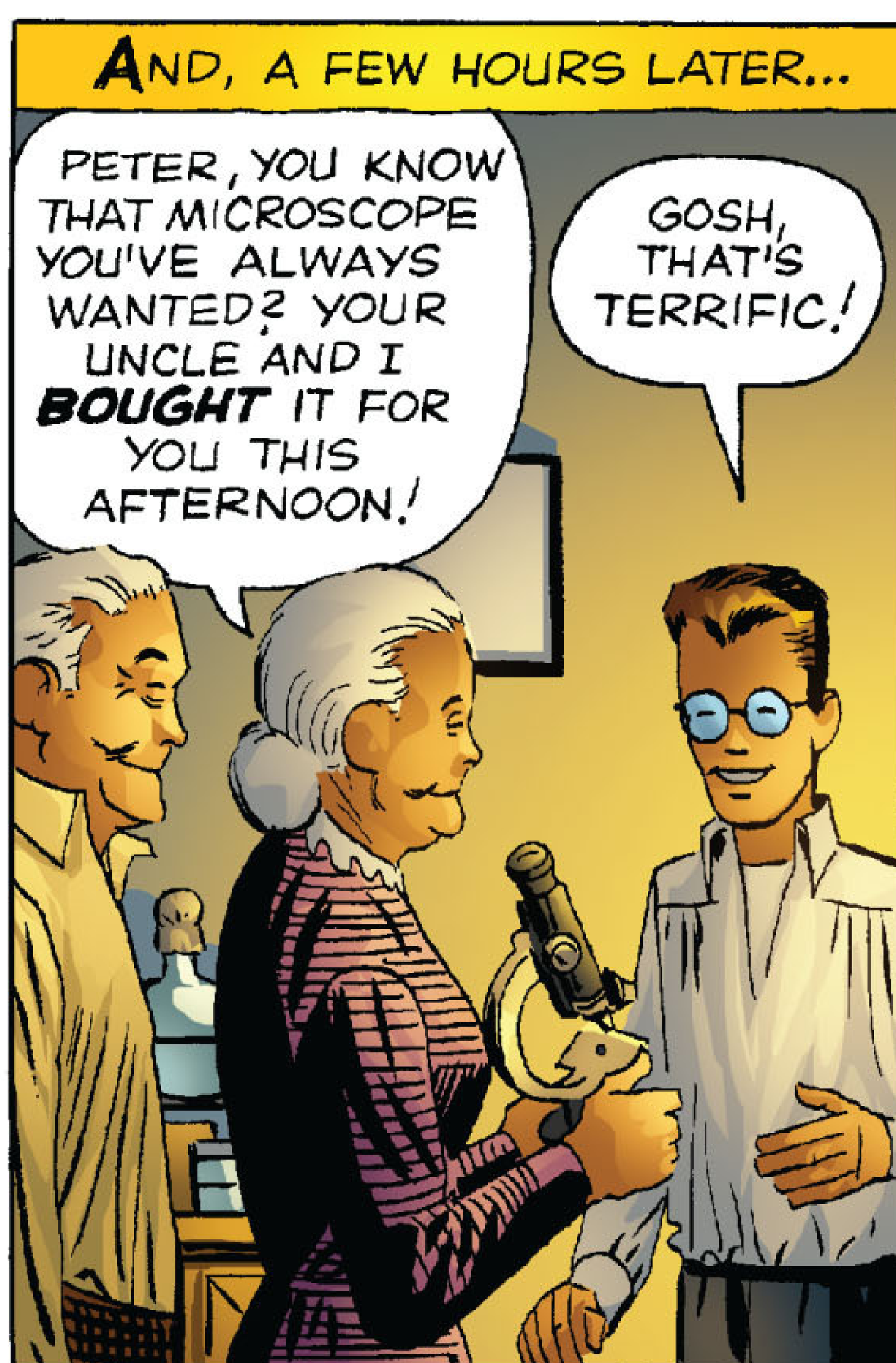

WHEW! RID OF 'EM AT LAST!
HEY! WHAT'S GOIN' ON??
STOP! THIEF! STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!

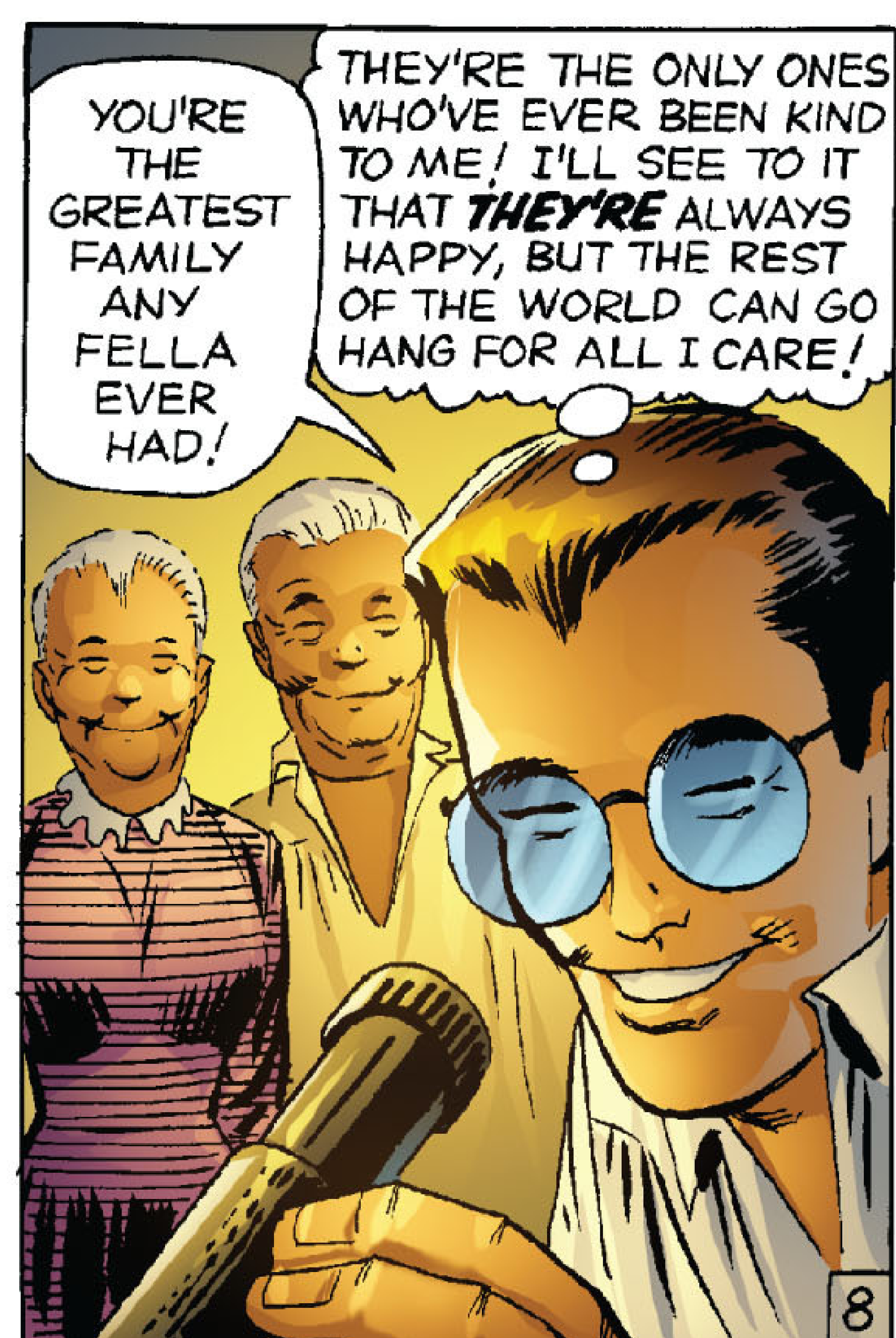

MADE IT!


I'M SAFE NOW! THAT COP CAN NEVER GET DOWN TO THE LOBBY AS FAST AS I CAN IN THIS HIGH-SPEED EX-PRESS ELEVATOR! LUCKY THAT GOON IN A COSTUME DIDN'T STOP ME!

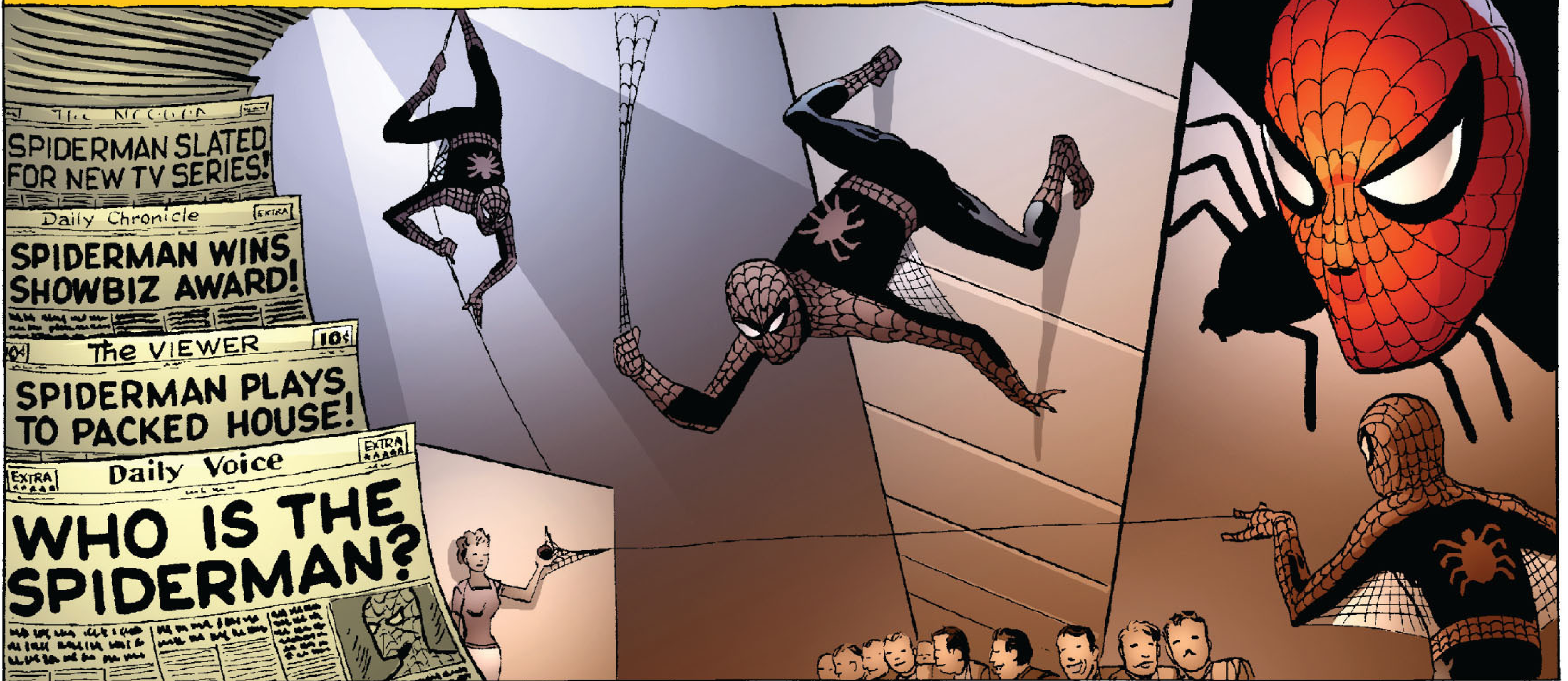

WHAT'S WITH YOU, MISTER?? ALL YOU HADDA DO WAS TRIP HIM, OR HOLD HIM JUST FOR A MINUTE!
SORRY, PAL! THAT'S YOUR JOB! I'M THRU BEING PUSHED AROUND --BY ANYONE! FROM NOW ON I JUST LOOK OUT FOR NUMBER ONE --THAT MEANS--ME!


I OUGHTTA RUN YOU IN--
SAVE YOUR BREATH, BUDDY! I'VE GOT THINGS TO DO!


AND, A FEW HOURS LATER...
PETER, YOU KNOW THAT MICROSCOPE YOU'VE ALWAYS WANTED? YOUR UNCLE AND I BOUGHT IT FOR YOU THIS AFTERNOON!
GOSH, THAT'S TERRIFIC!

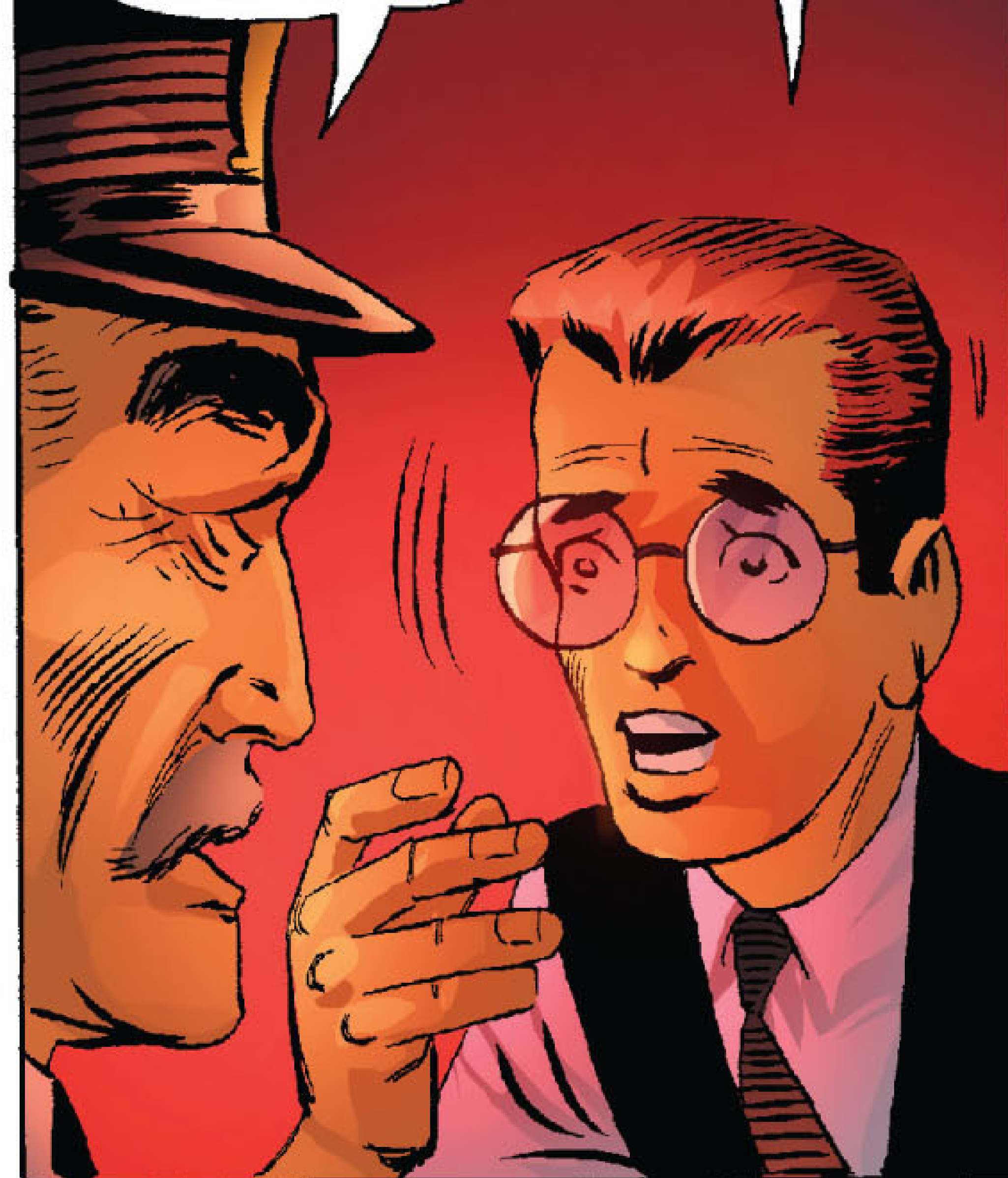

YOU'RE THE GREATEST FAMILY ANY FELLA EVER HAD!
THEY'RE THE ONLY ONES WHO'VE EVER BEEN KIND TO ME! I'LL SEE TO IT THAT THEY'RE ALWAYS HAPPY, BUT THE REST OF THE WORLD CAN GO HANG FOR ALL I CARE!

IN THE DAYS THAT FOLLOW, THE ***SPIDERMAN*** BECOMES THE SENSATION OF THE NATION!



AND, ONE EVENING AS PETER PARKER RETURNS HOME FROM A PERSONAL APPEARANCE...



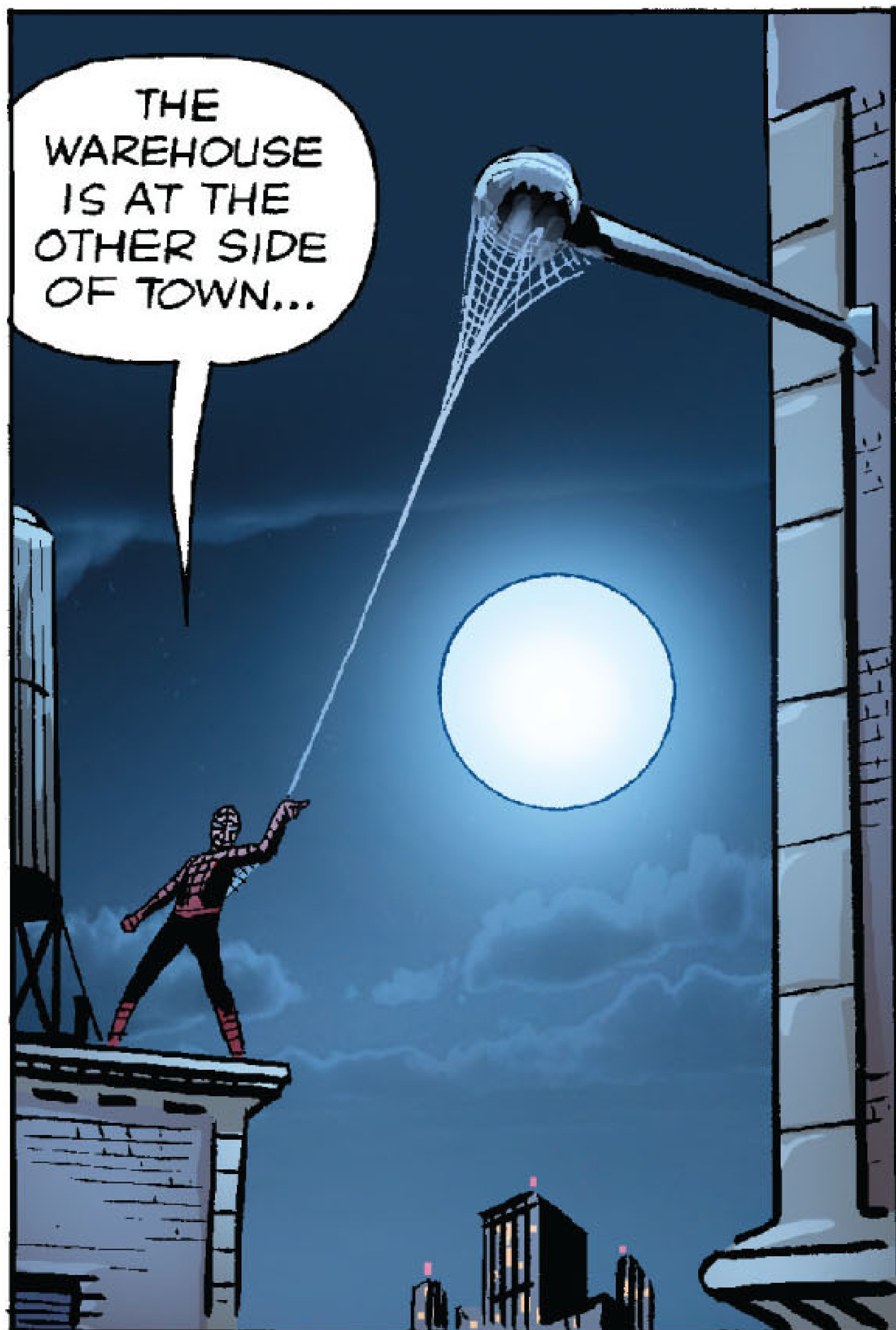






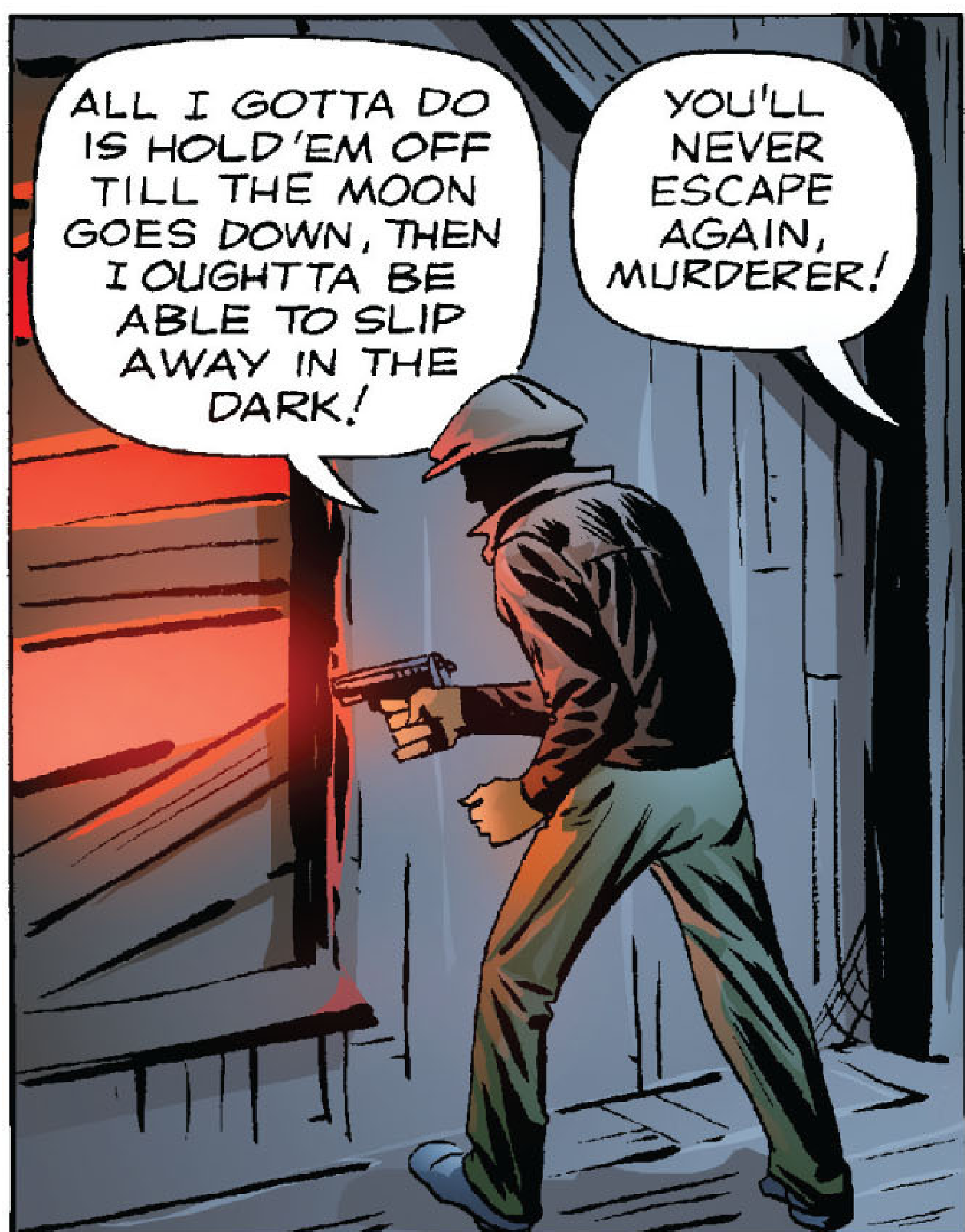





THE WAREHOUSE IS AT THE OTHER SIDE OF TOWN...


...BUT I'LL BE THERE IN NO TIME!


MEANWHILE...
HE'S IN THERE SOME-WHERE, BUT HE'LL PICK US OFF LIKE FLIES IF WE CHARGE HIM!


ALL I GOTTA DO IS HOLD 'EM OFF TILL THE MOON GOES DOWN, THEN I OUGHTTA BE ABLE TO SLIP AWAY IN THE DARK!
YOU'LL NEVER ESCAPE AGAIN, MURDERER!


HUH?? WHAT THE-- ???
SURPRISED TO SEE ME?


NOT HALF SO SURPRISED AS YOU'RE GOING TO BE!

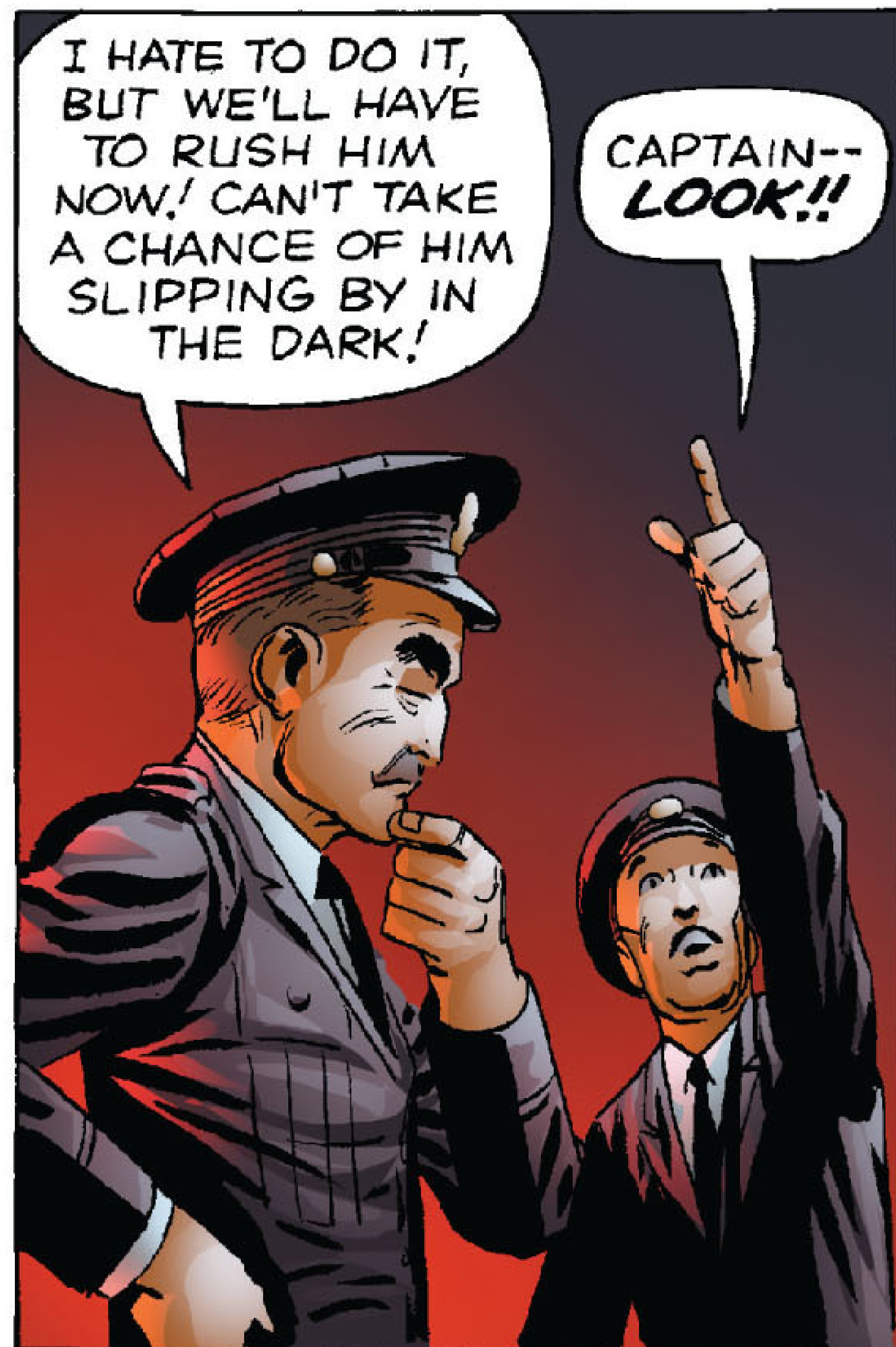

GOTTA GET AWAY! GOTTA HIDE! I MUST BE SEEIN' THINGS!
10



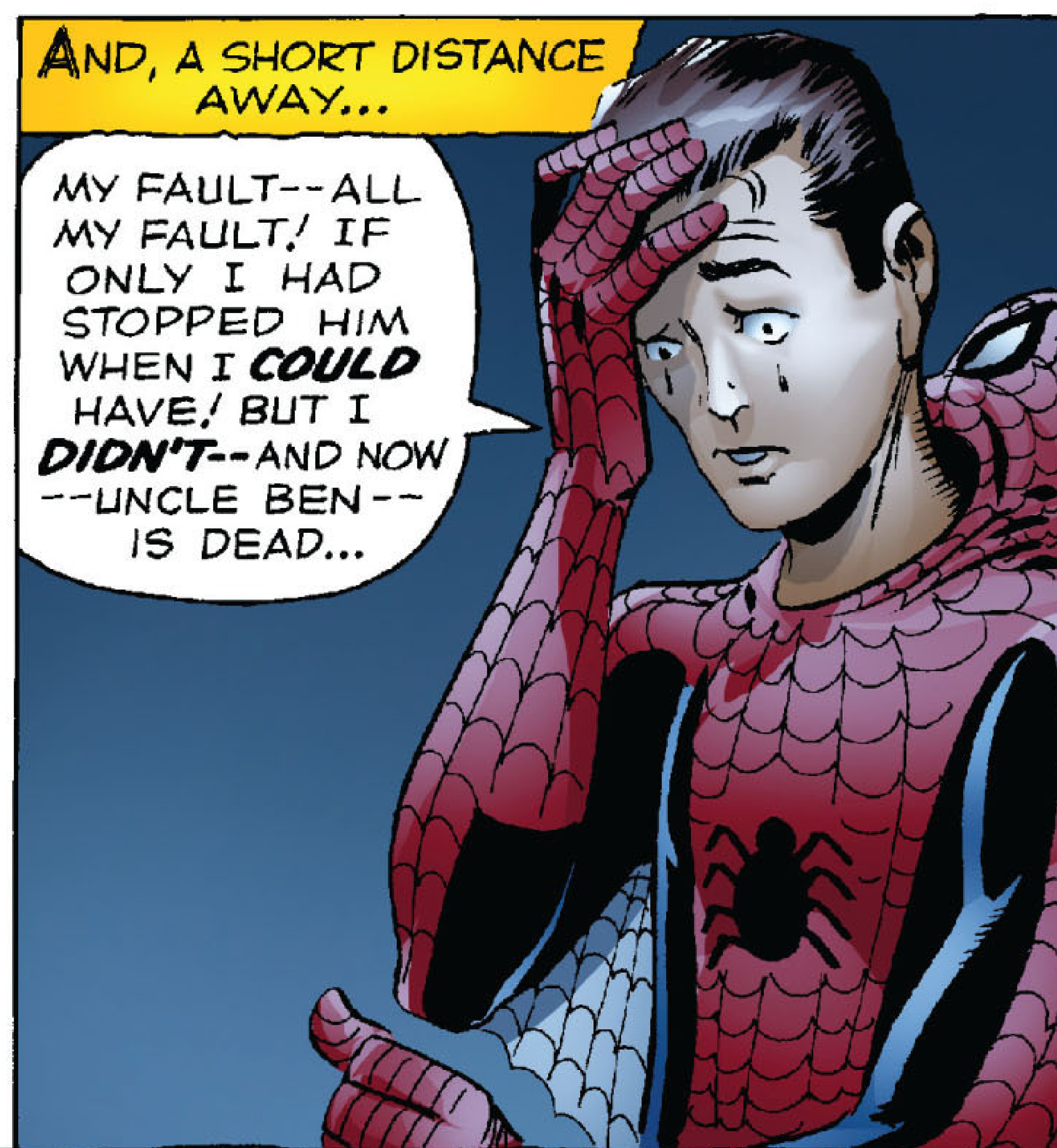












AND A LEAN, SILENT FIGURE SLOWLY FADES INTO THE GATHERING DARKNESS, AWARE AT LAST THAT IN THIS WORLD, WITH GREAT POWER THERE MUST ALSO COME -- GREAT RESPONSIBILITY!

AND SO A LEGEND IS BORN AND A NEW NAME IS ADDED TO THE ROSTER OF THOSE WHO MAKE THE WORLD OF FANTASY THE MOST EXCITING REALM OF ALL!

BE SURE TO SEE THE NEXT ISSUE OF **AMAZING FANTASY** --- FOR THE FURTHER AMAZING EXPLOITS OF AMERICA'S MOST **DIFFERENT** NEW TEEN-AGE IDOL -- **SPIDERMAN!**

the End

FAN PAGE

IMPORTANT ANNOUNCEMENT FROM THE EDITOR!

You will notice that the format of AMAZING has been changed. There are a number of reasons for this, and we want to take you, our valued readers, into our confidence.

We hate to throw in the towel, but we find that it is simply impossible to produce a magazine like AMAZING each and every month, containing five highly original and carefully plotted stories, without the quality eventually beginning to suffer. Rather than risk losing your confidence, we have decided to change AMAZING in such a way that it will STILL present the finest in fantasy – but in a different way!

As you can see, we are introducing one of the most unusual new fantasy characters of all time – The SPIDERMAN, who will appear every month in AMAZING. Perhaps, if your letters request it, we will make his stories even longer, or have TWO Spiderman stories per issue.

Also, we are discontinuing our contents page, as many of you have requested. We feel your point is well taken – you would prefer us to make one of the stories a page longer instead.

Finally, we are omitting the word ADULT from our masthead. A number of our teen-age readers have written to say that it makes them feel a bit awkward to buy a magazine which seems to be written exclusively for older readers. We never expected such a reaction, but we certainly don't want to embarrass ANY of our loyal readers.

And there you have it – our new editorial policy, and the reason we have undertaken it. Naturally, we are most anxious to have your opinions, and will be waiting eagerly for your letters. Rest assured that, although it is impossible for us to answer your letters personally, we carefully read each and every one, and are guided by your desires when we edit our magazine!

Unfortunately, we have no room in this issue for many of your interesting letters, but we want to specially thank the following fans for their helpful suggestions and comments: Michael Snell, Milford, Mass.; Jeff Allen, S. Miami, Fla.; Patrick Geary, APO 12, N. Y.; C. W. Parsons, Detroit, Mich.; Michael Geller, Paterson, N. J.; Daniel Cole, Alberta, Canada; Margaret Ingalls, Arlington, Va.; Gregory Christiano, Bronx, N. Y.; Peter Panagiotis, Cranston, R. I.; Chris Uszler, Milwaukee, Wisc.; Paul Walker, McConnelsville, Ohio; Robert Zeck, Minneapolis, Minn.; Michael Siegel, Bronx, N. Y.; Dmytro Zupnyk, Chisholm, Minn.; Eugene Chan, San Francisco, Cal.; G. B. Love, Miami, Fla.; Tom Joyce, Bklyn., N. Y.; Mark Lamberti, Wichita, Kan.; Dullum and Walter, Portland, Ore.; Britt W. Barrett, Norfolk, Va. — and the many, many other loyal fans whose names we shall try to print in future issues.

And now, here is our AMAZING SCOREBOARD, which will give you a chance to compare your favorite stories with those of our other readers:

FAVORITE STORY: (By more than 300 votes) "SOMETHING FANTASTIC" (The first time a 3-pager has ever scored so heavily)

RUNNER UP: "THE LIVING STATUES"

OTHERS, IN ORDER OF VOTES CAST: "Melvin and the Martian"; "The Plague"; "I, the Gargoyle"

More fantasy and surprises next issue — don't miss it! And, until then, send YOUR letter to:

THE EDITOR
AMAZING FANTASY
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655 MADISON AVE.
NEW YORK 21, N. Y.

IND.

12¢

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN

MC

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EXTRA ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS "the CHAMELEON STRIKES!"

SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE • COLORS: JEAN-FRANCOIS BEAULIEU

NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN **AMAZING FANTASY**#15 AUG.! SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...



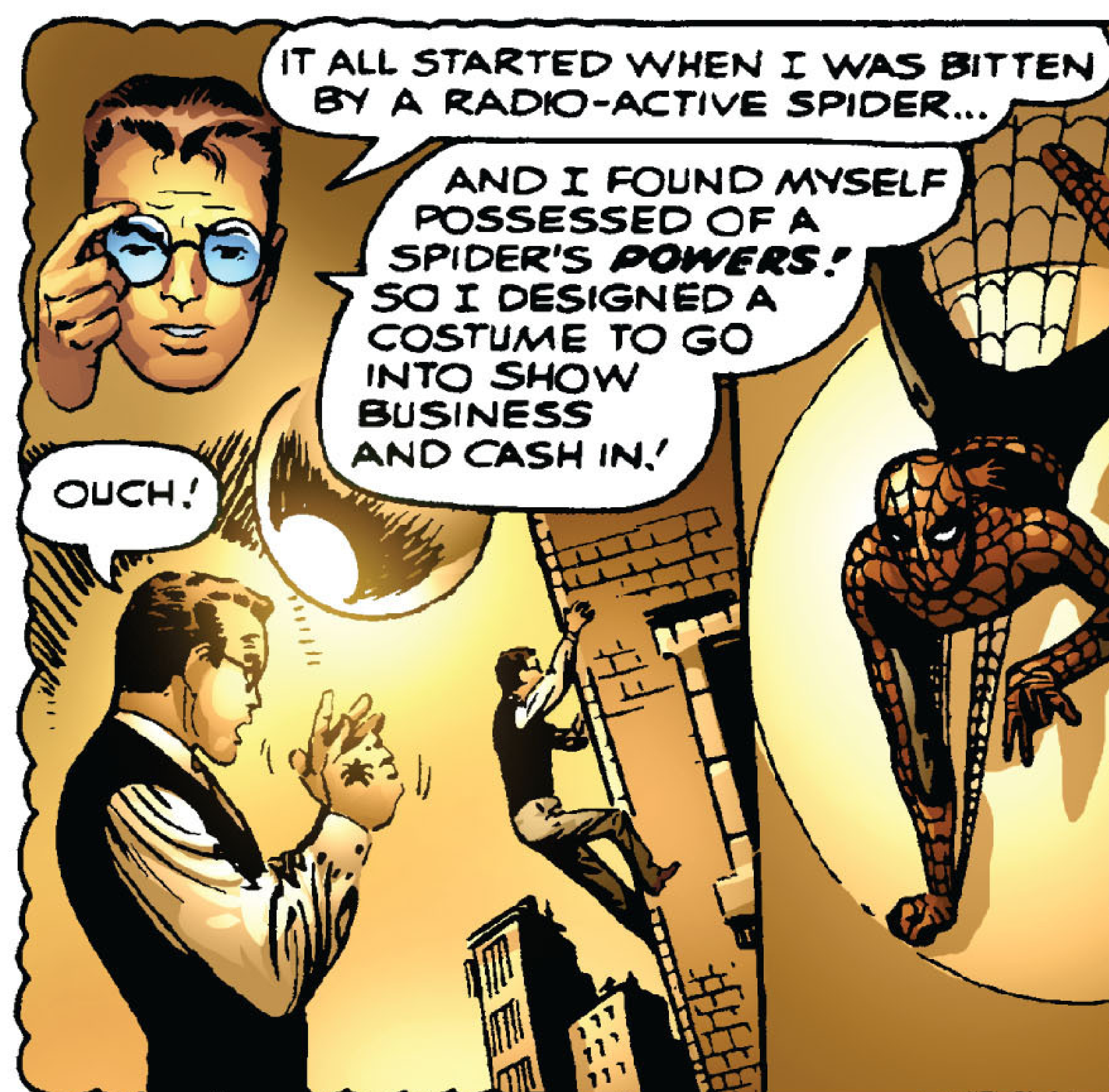


SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE **THIS** ONE-- BECAUSE THERE'S NEVER BEEN A HERO LIKE---

SPIDERMAN!

V-816


OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY KNEW!
UNCLE BEN IS DEAD! AND ALL BECAUSE I WAS TOO LATE TO SAVE HIM!
MY SPIDERMAN COSTUME! I WISH THERE WERE NO SUCH THING!

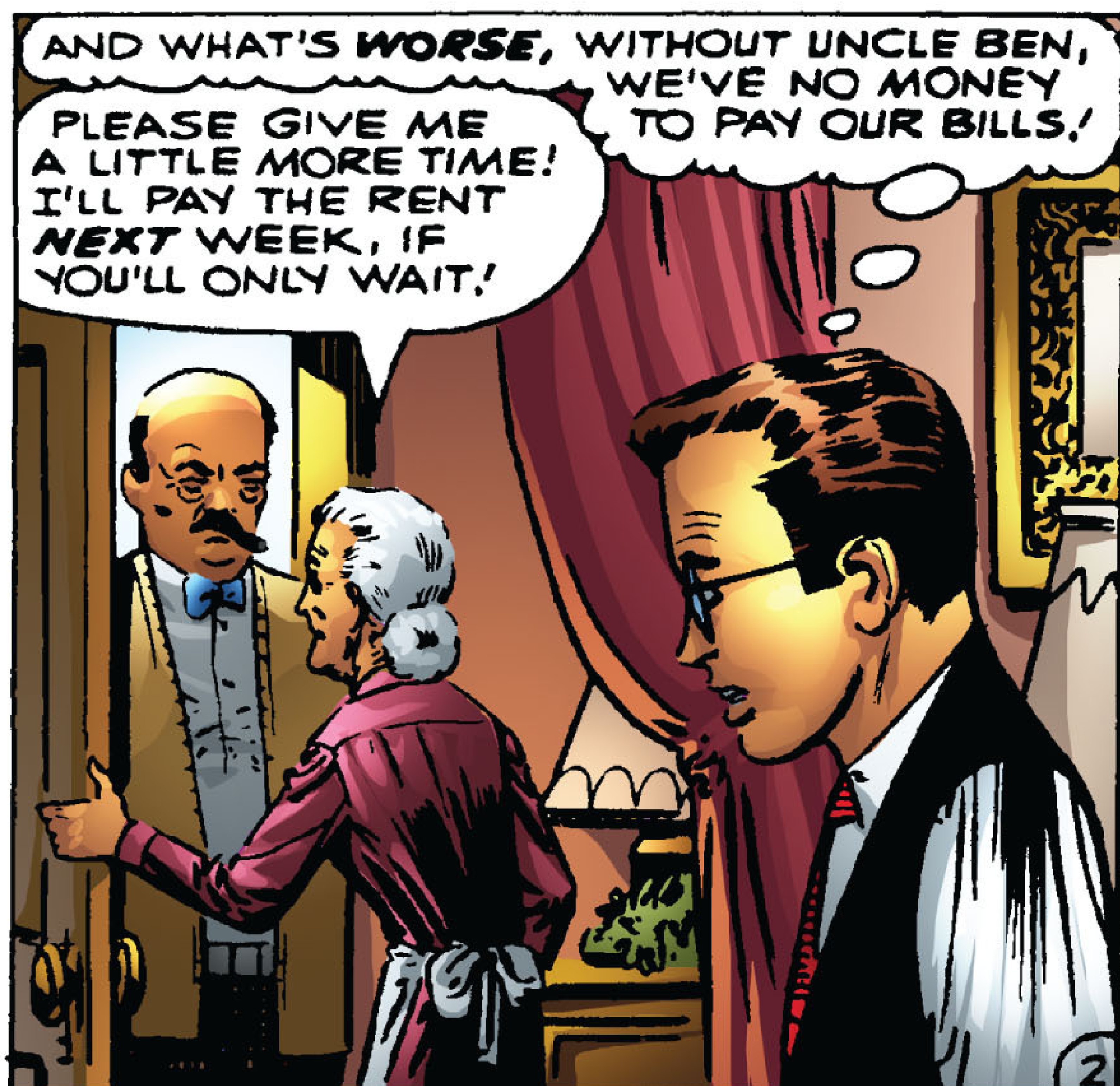

IT ALL STARTED WHEN I WAS BITTEN BY A RADIO-ACTIVE SPIDER...
AND I FOUND MYSELF POSSESSED OF A SPIDER'S POWERS! SO I DESIGNED A COSTUME TO GO INTO SHOW BUSINESS AND CASH IN!
OUCH!

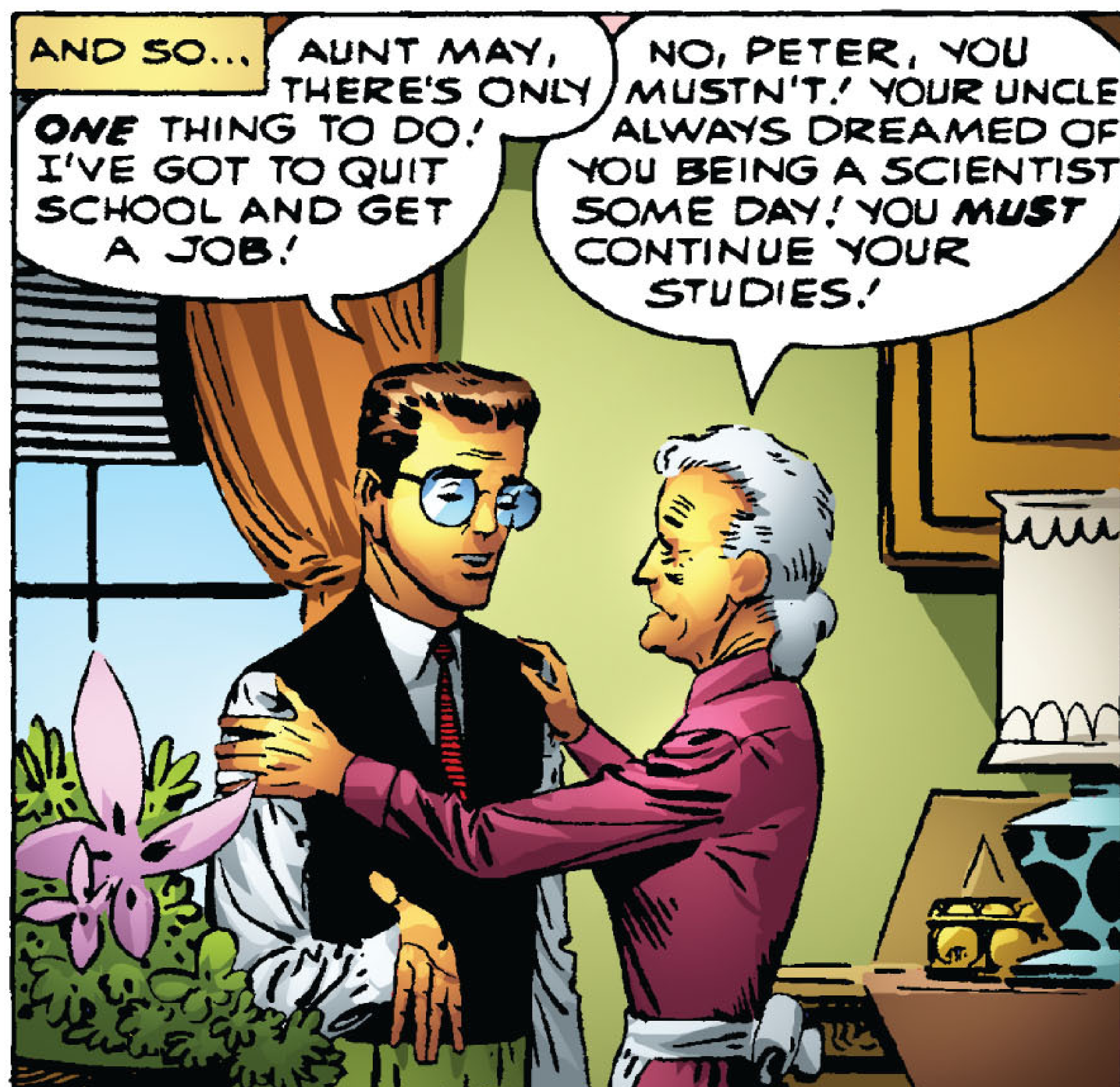

"BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!"


"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"
HE WON'T ESCAPE SPIDERMAN!

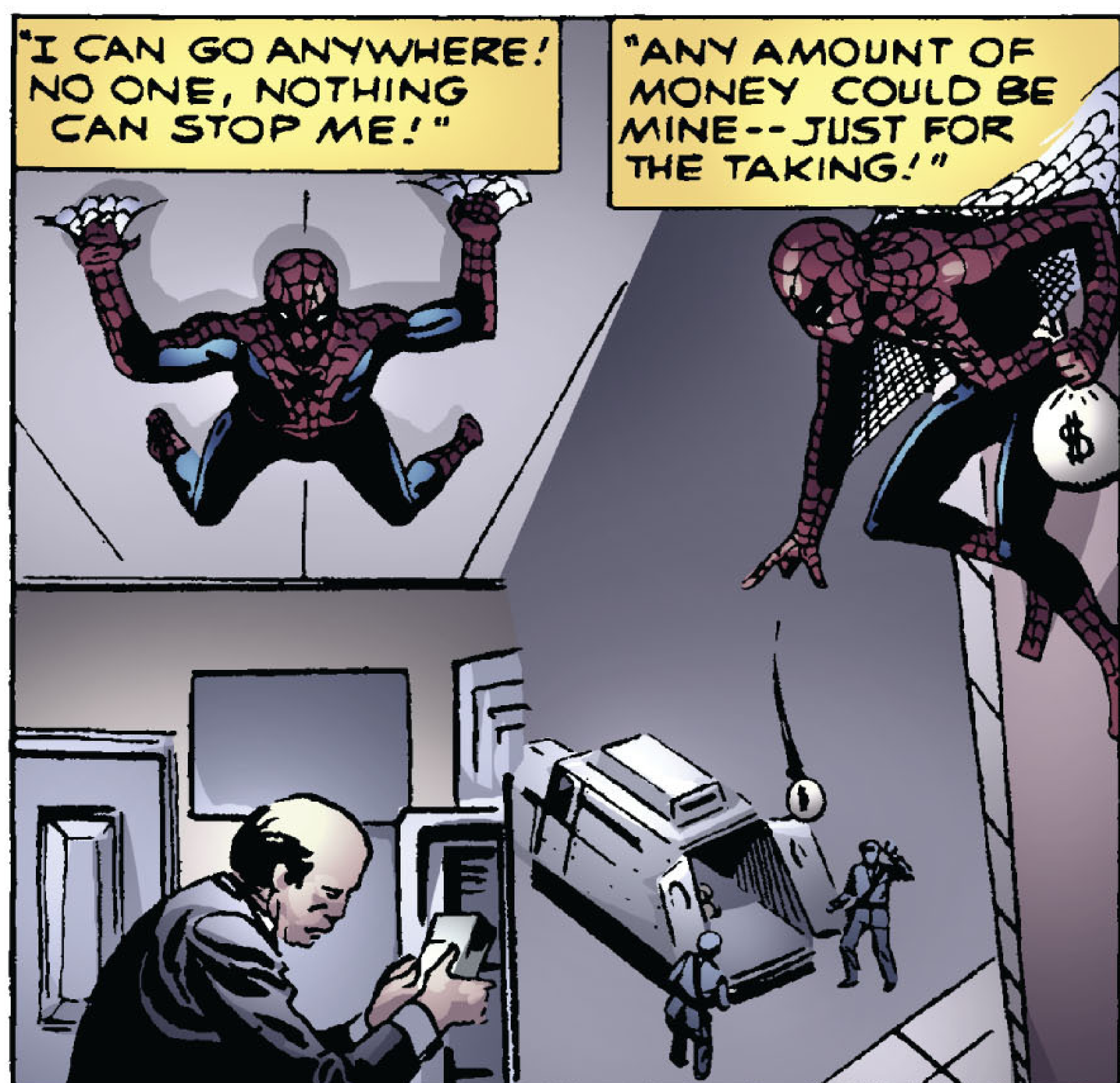

"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"
GOT YOU!
Y-YOU AINT HUMAN!


AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE!

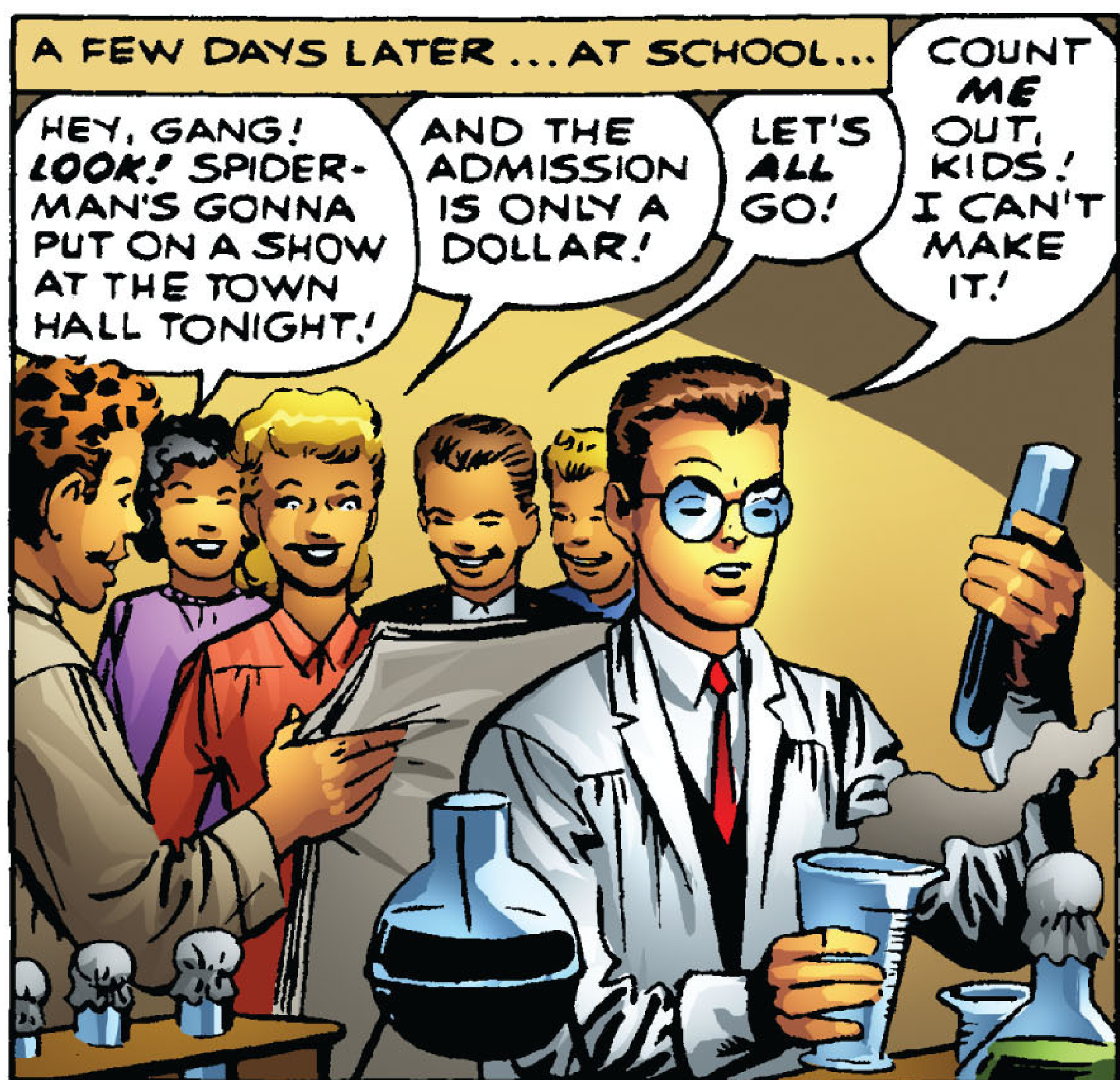

AND WHAT'S WORSE, WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS!
PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT NEXT WEEK, IF YOU'LL ONLY WAIT!


AND SO...
AUNT MAY, THERE'S ONLY ONE THING TO DO! I'VE GOT TO QUIT SCHOOL AND GET A JOB!
NO, PETER, YOU MUSTN'T! YOUR UNCLE ALWAYS DREAMED OF YOU BEING A SCIENTIST SOME DAY! YOU MUST CONTINUE YOUR STUDIES!


BUT I'VE GOT TO HELP AUNT MAY SOMEHOW! WAIT! WITH MY POWERS AS SPIDERMAN, I CAN DO ANYTHING!


"I CAN GO ANYWHERE! NO ONE, NOTHING CAN STOP ME!"
"ANY AMOUNT OF MONEY COULD BE MINE-- JUST FOR THE TAKING!"
$


"BUT NO! WHAT AM I THINKING OF ??! I'M NO CRIMINAL! I'M NOT A THIEF! BESIDES, IF I WERE EVER ARRESTED AND IMPRISONED, IT WOULD BREAK AUNT MAY'S HEART!"
NO! THERE'S ONLY ONE OTHER WAY! I'VE GOT TO PERFORM AGAIN! I'VE GOT TO BRING MY SPIDERMAN ACT BEFORE THE PUBLIC ONCE MORE! I'LL CALL A BOOKING AGENT TONIGHT!

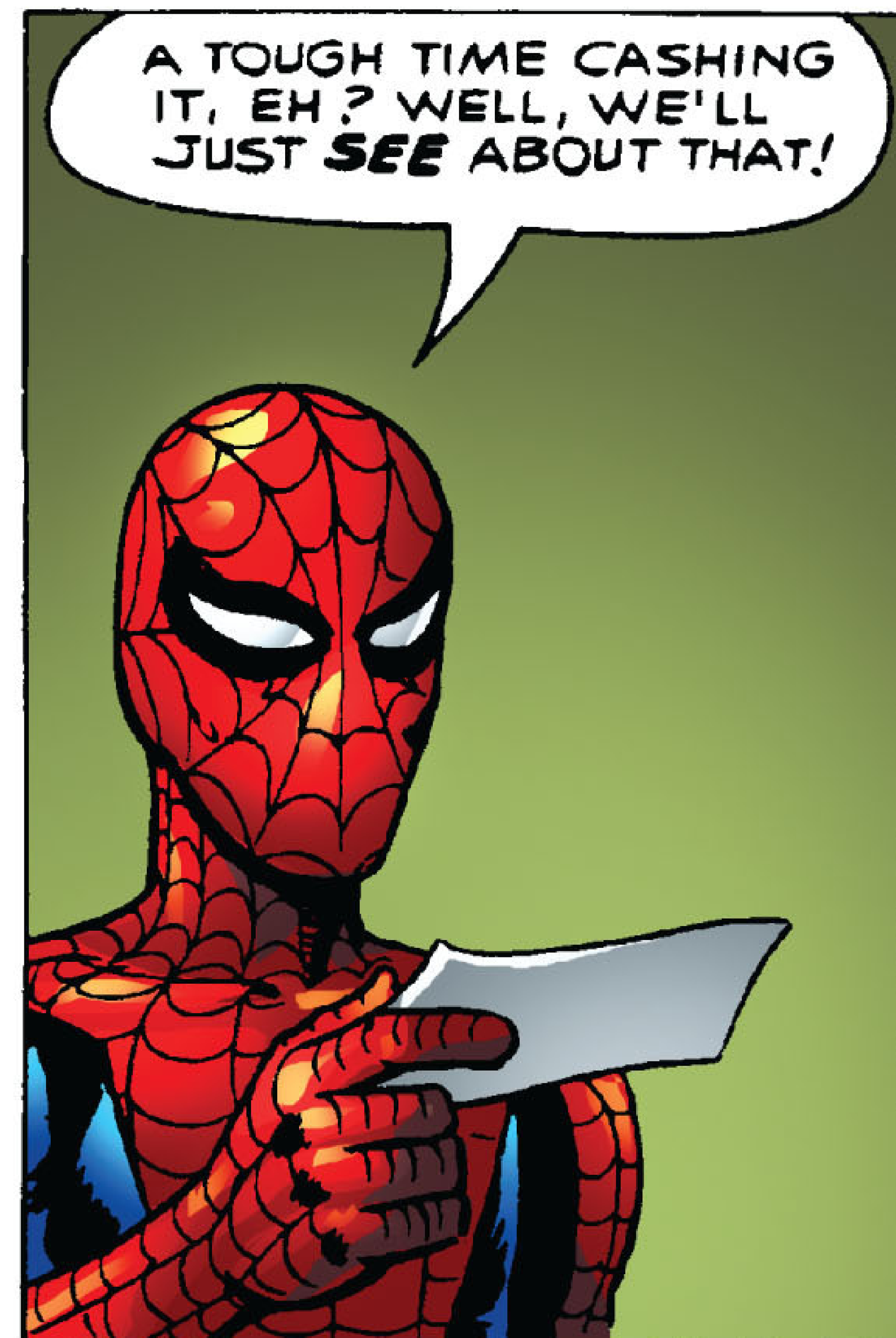

A FEW DAYS LATER ... AT SCHOOL...
HEY, GANG! LOOK! SPIDER-MAN'S GONNA PUT ON A SHOW AT THE TOWN HALL TONIGHT!
AND THE ADMISSION IS ONLY A DOLLAR!
LET'S ALL GO!
COUNT ME OUT, KIDS! I CAN'T MAKE IT!

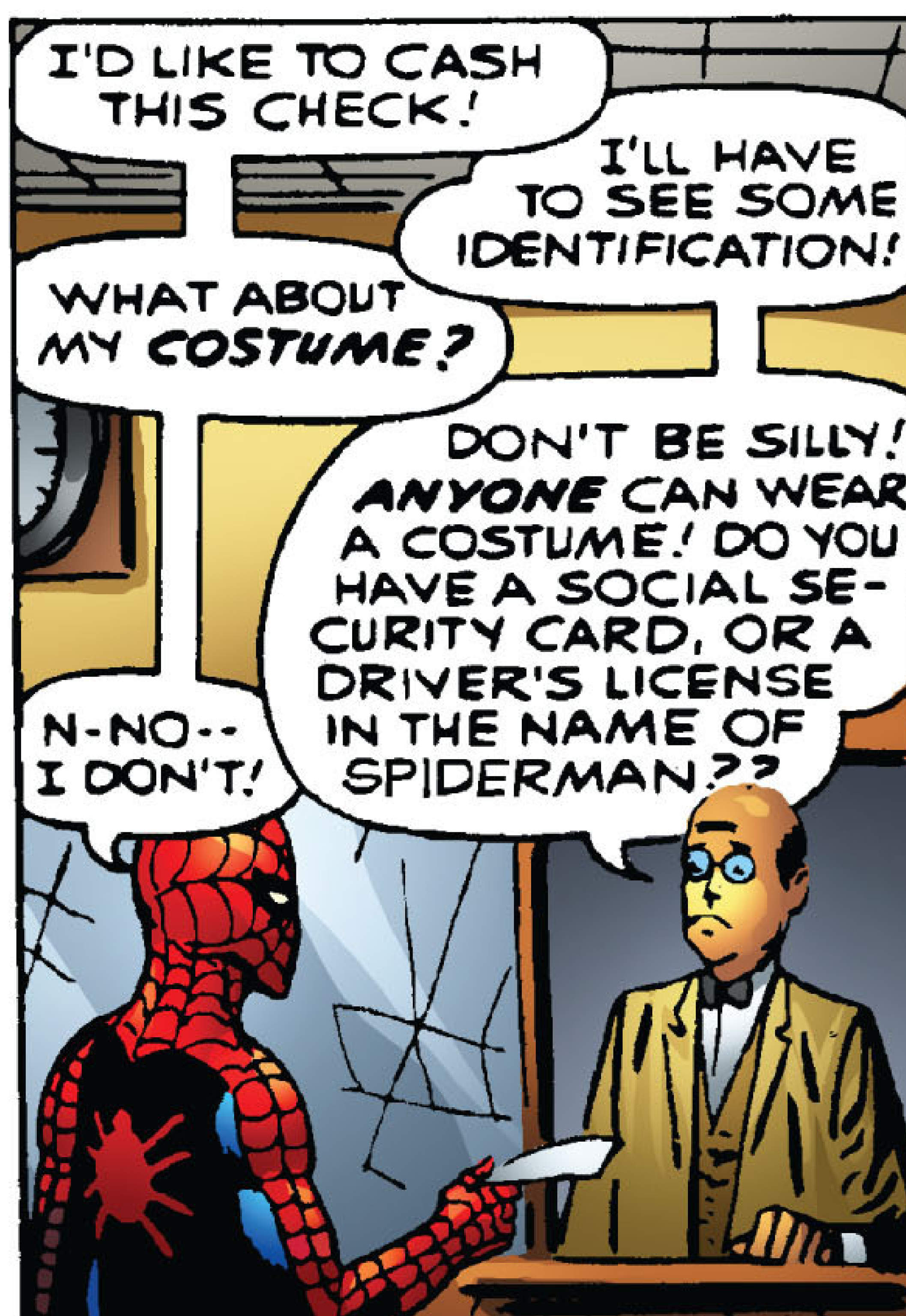

WE MIGHT HAVE KNOWN! HE'D RATHER STUDY!
AW, WHO NEEDS THAT WALKIN' BOOKWORM ANYWAY!
IT'LL BE MORE FUN WITHOUT HIM!

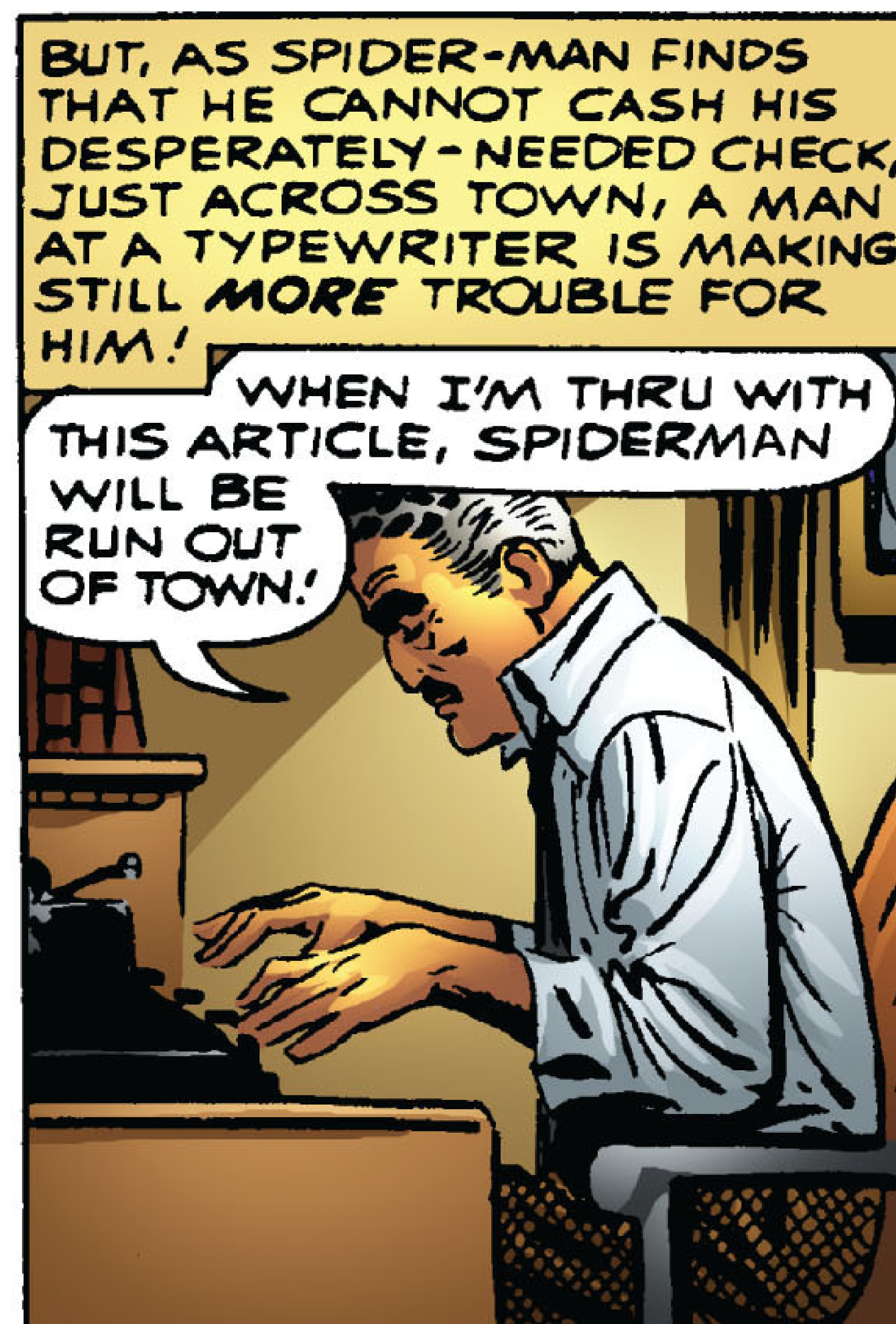

THAT NIGHT, AS THE AUDIENCE IS AMAZED BY SPIDERMAN'S PROWESS, NONE SUSPECT THE REAL REASON THAT PETER PARKER COULDN'T BE IN THE AUDIENCE ...
I COULDN'T VERY WELL BE DOING THIS ACT AND SITTING IN THE AUDIENCE ALSO!


FINALLY, AFTER THE SHOW...
IT'S TIME TO PAY YOU, SPIDERMAN, BUT I CAN'T GIVE YOU CASH! I'VE GOT TO GIVE YOU A CHECK, SO THERE'S A RECORD FOR TAXES! WHAT NAME SHOULD I WRITE THE CHECK OUT TO?
NAME?? I CAN'T TELL YOU MY REAL NAME! NO ONE MUST KNOW MY IDENTITY!


JUST MAKE OUT THE CHECK TO SPIDER-MAN!
OKAY, YOU'RE THE BOSS! BUT YOU'LL HAVE A MIGHTY TOUGH TIME CASHING IT!

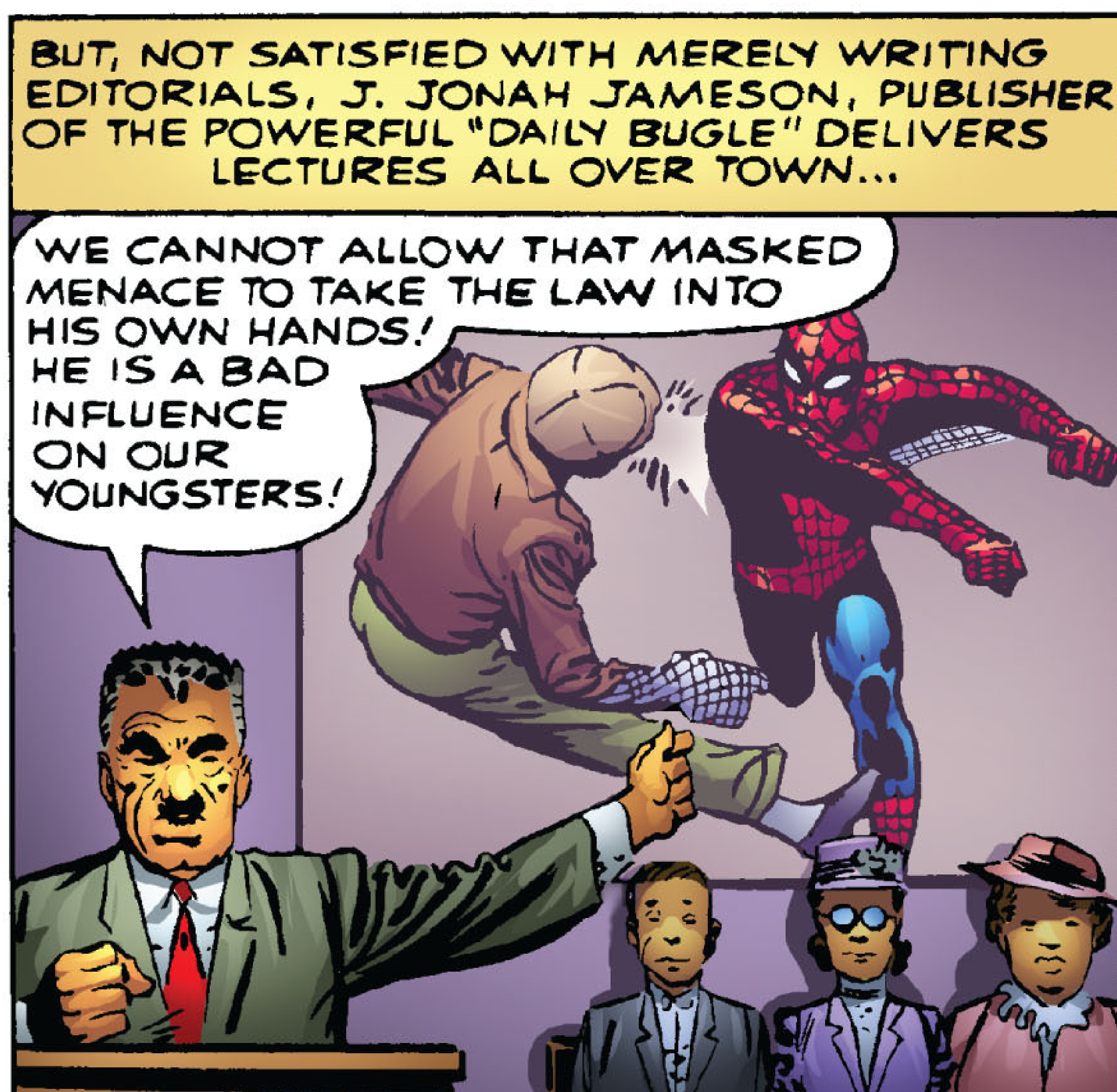

A TOUGH TIME CASHING IT, EH? WELL, WE'LL JUST SEE ABOUT THAT!


I'D LIKE TO CASH THIS CHECK!
I'LL HAVE TO SEE SOME IDENTIFICATION!
WHAT ABOUT MY COSTUME?
DON'T BE SILLY! ANYONE CAN WEAR A COSTUME! DO YOU HAVE A SOCIAL SECURITY CARD, OR A DRIVER'S LICENSE IN THE NAME OF SPIDERMAN??
N-NO-- I DON'T!


BUT, AS SPIDER-MAN FINDS THAT HE CANNOT CASH HIS DESPERATELY-NEEDED CHECK, JUST ACROSS TOWN, A MAN AT A TYPEWRITER IS MAKING STILL MORE TROUBLE FOR HIM!
WHEN I'M THRU WITH THIS ARTICLE, SPIDERMAN WILL BE RUN OUT OF TOWN!

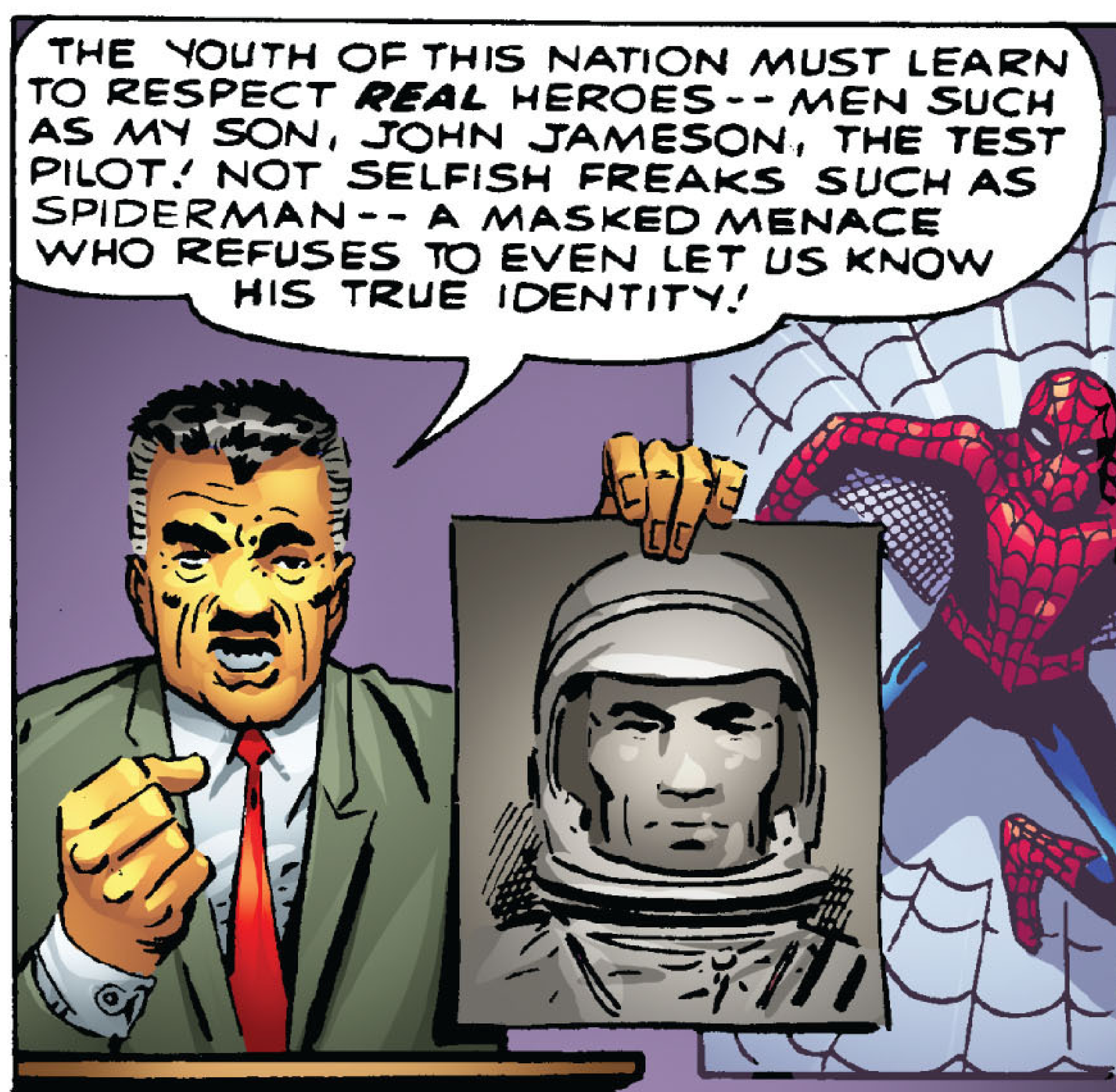

AND, THE NEXT NIGHT...
MIGHT AS WELL GO ON BACK WHERE YOU CAME FROM, SPIDERMAN! THERE'LL BE NO SHOW TONIGHT--OR ANY NIGHT!
WHAT? WHY? WHAT HAPPENED?

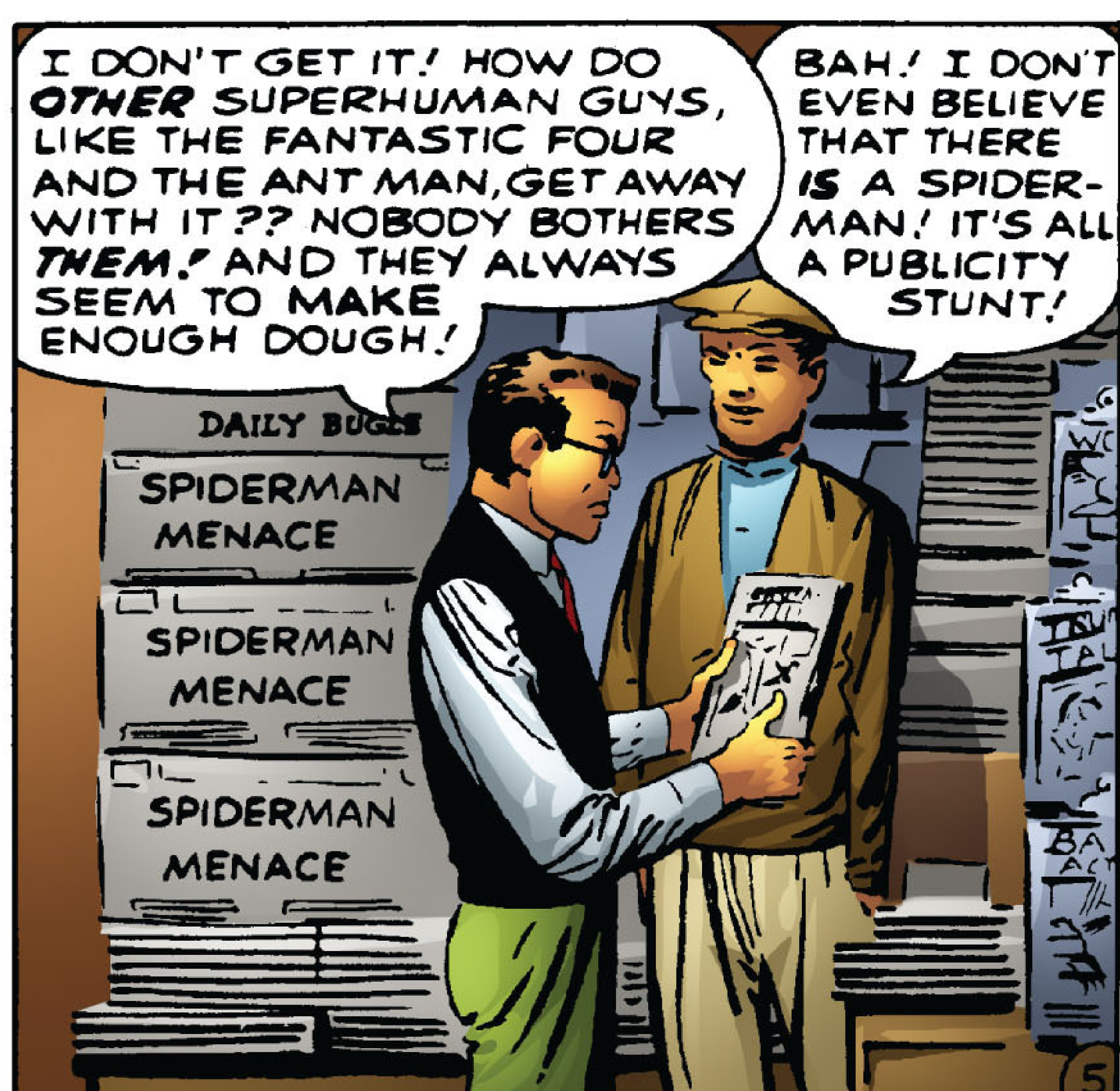

THIS HAPPENED! LOOK AT THIS EDITORIAL! THE PAPER HAS EVERYONE SO STEAMED UP, THEY'LL PROBABLY TOSS YOU IN JAIL IF YOU SHOW YOUR FACE!
BUT WHY? WHAT HAVE THEY GOT AGAINST ME? WHAT HAVE I DONE?
SPIDERMAN MENACE


BUT, NOT SATISFIED WITH MERELY WRITING EDITORIALS, J. JONAH JAMESON, PUBLISHER OF THE POWERFUL "DAILY BUGLE" DELIVERS LECTURES ALL OVER TOWN...
WE CANNOT ALLOW THAT MASKED MENACE TO TAKE THE LAW INTO HIS OWN HANDS! HE IS A BAD INFLUENCE ON OUR YOUNGSTERS!

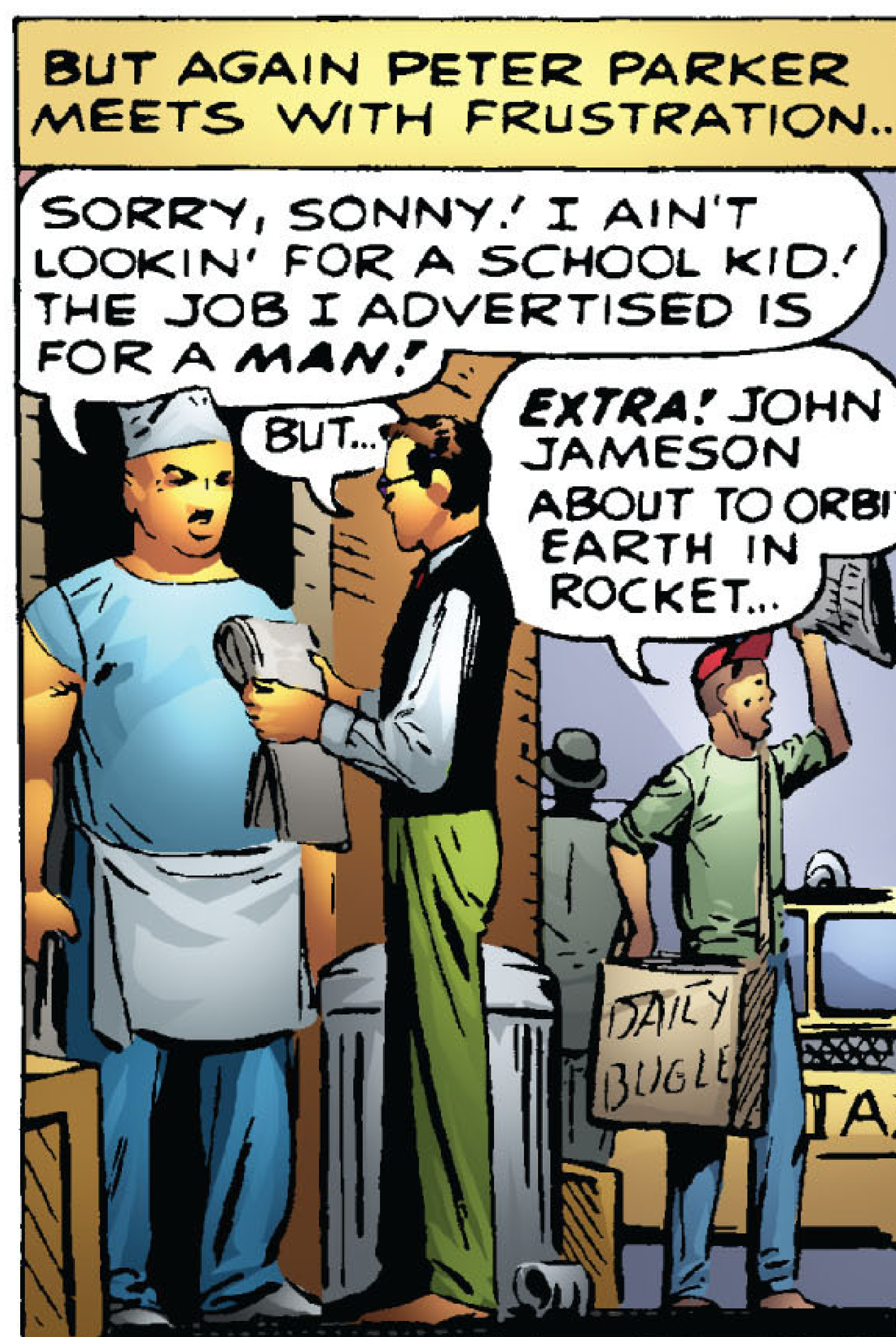

CHILDREN MAY TRY TO IMITATE HIS FANTASTIC FEATS!
THINK WHAT WOULD HAPPEN IF THEY MAKE A HERO OUT OF THIS LAWLESS, INHUMAN MONSTER! WE MUST NOT PERMIT IT!

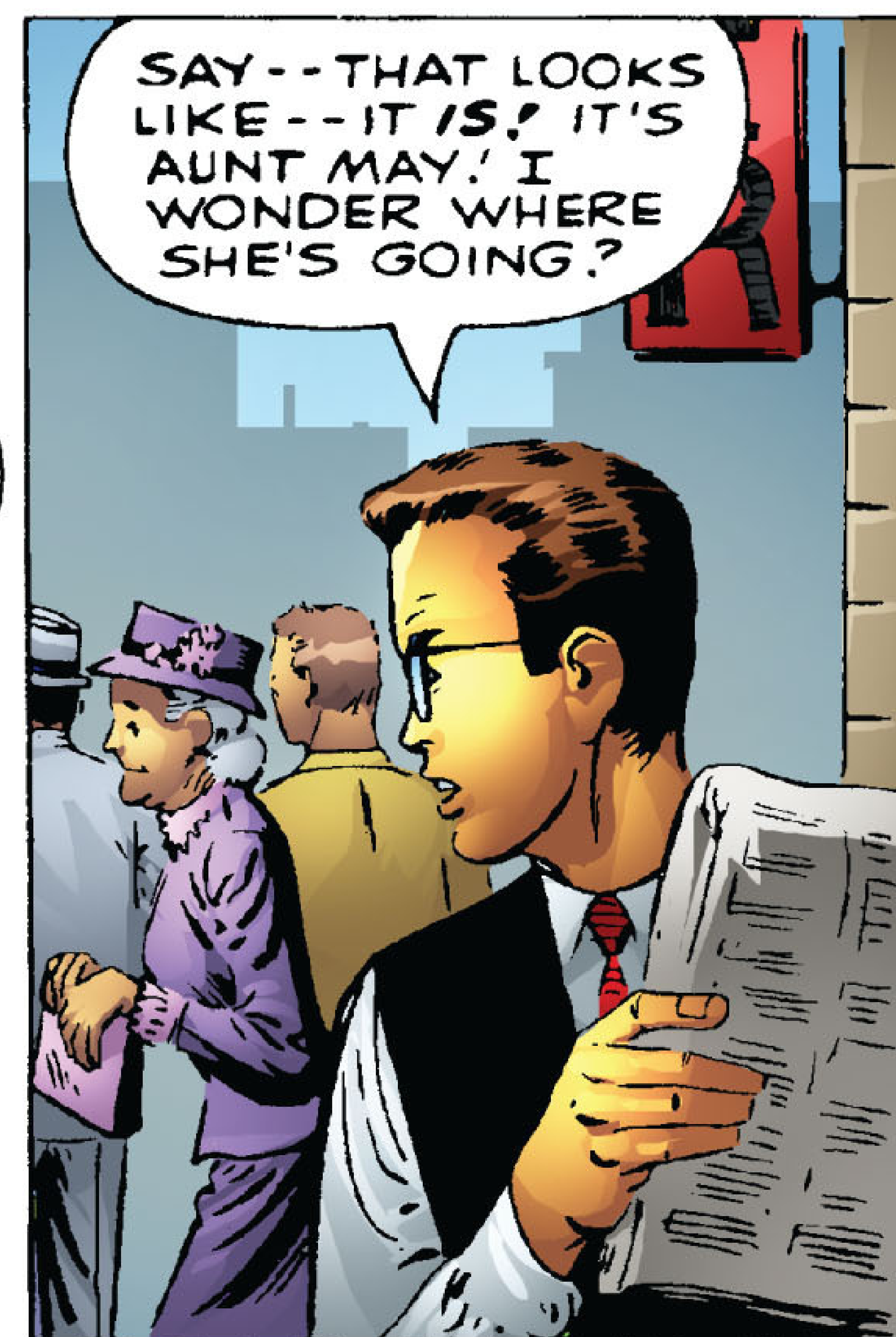

"I SAY THAT SPIDERMAN MUST BE OUTLAWED! THERE IS NO PLACE FOR SUCH A DANGEROUS CREATURE IN OUR FAIR CITY!"


THE YOUTH OF THIS NATION MUST LEARN TO RESPECT REAL HEROES-- MEN SUCH AS MY SON, JOHN JAMESON, THE TEST PILOT! NOT SELFISH FREAKS SUCH AS SPIDERMAN-- A MASKED MENACE WHO REFUSES TO EVEN LET US KNOW HIS TRUE IDENTITY!


I DON'T GET IT! HOW DO OTHER SUPERHUMAN GUYS, LIKE THE FANTASTIC FOUR AND THE ANT MAN, GET AWAY WITH IT?? NOBODY BOTHERS THEM! AND THEY ALWAYS SEEM TO MAKE ENOUGH DOUGH!
BAH! I DON'T EVEN BELIEVE THAT THERE IS A SPIDER-MAN! IT'S ALL A PUBLICITY STUNT!
DAILY BUGLE
SPIDERMAN MENACE
SPIDERMAN MENACE
SPIDERMAN MENACE

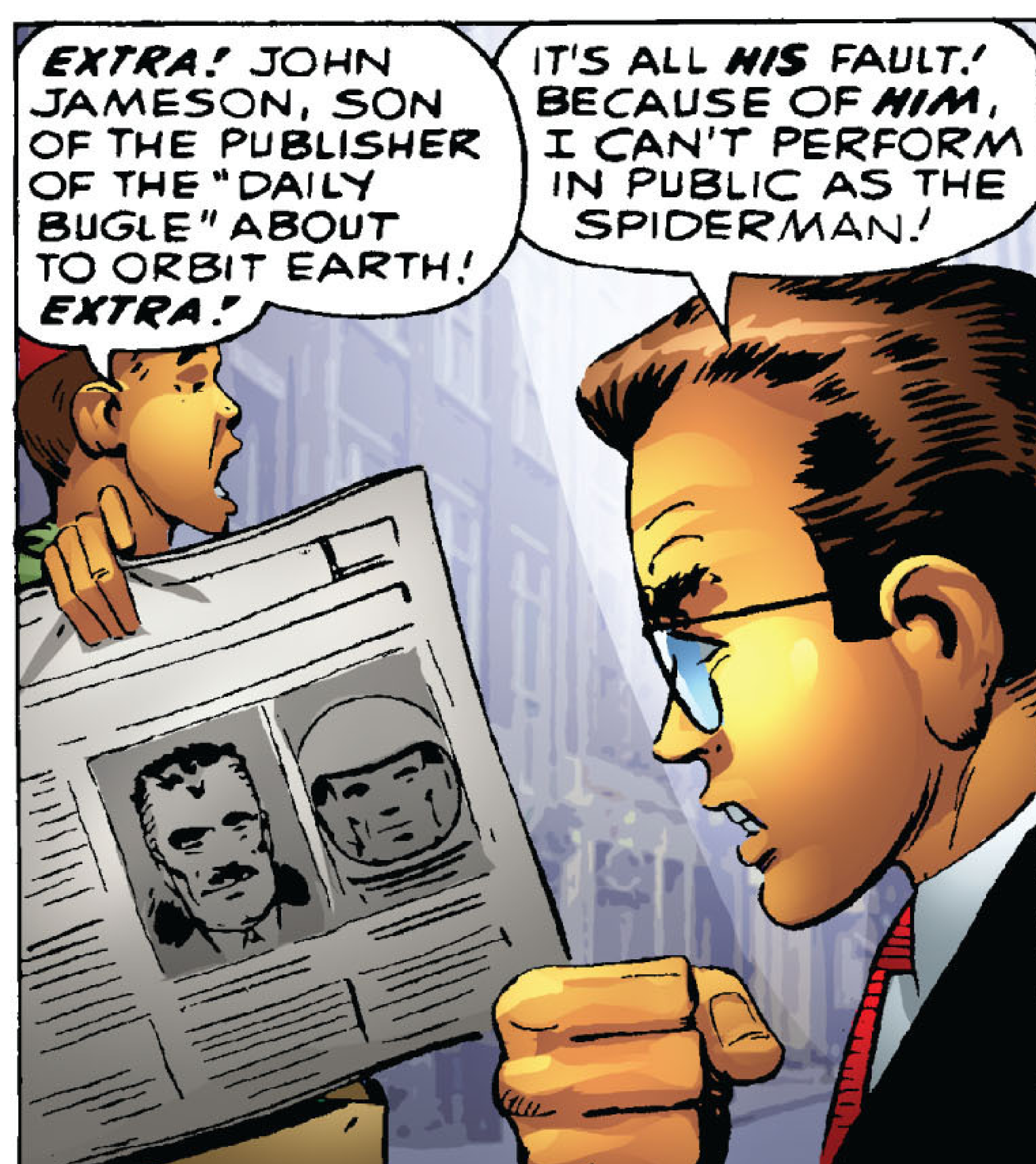

WELL, IF I CAN'T MAKE A LIVING AS SPIDERMAN, THE ONLY OTHER THING TO DO IS FIND A PART-TIME JOB! I'LL TAKE A LOOK THRU THE WANT ADS...
NEW

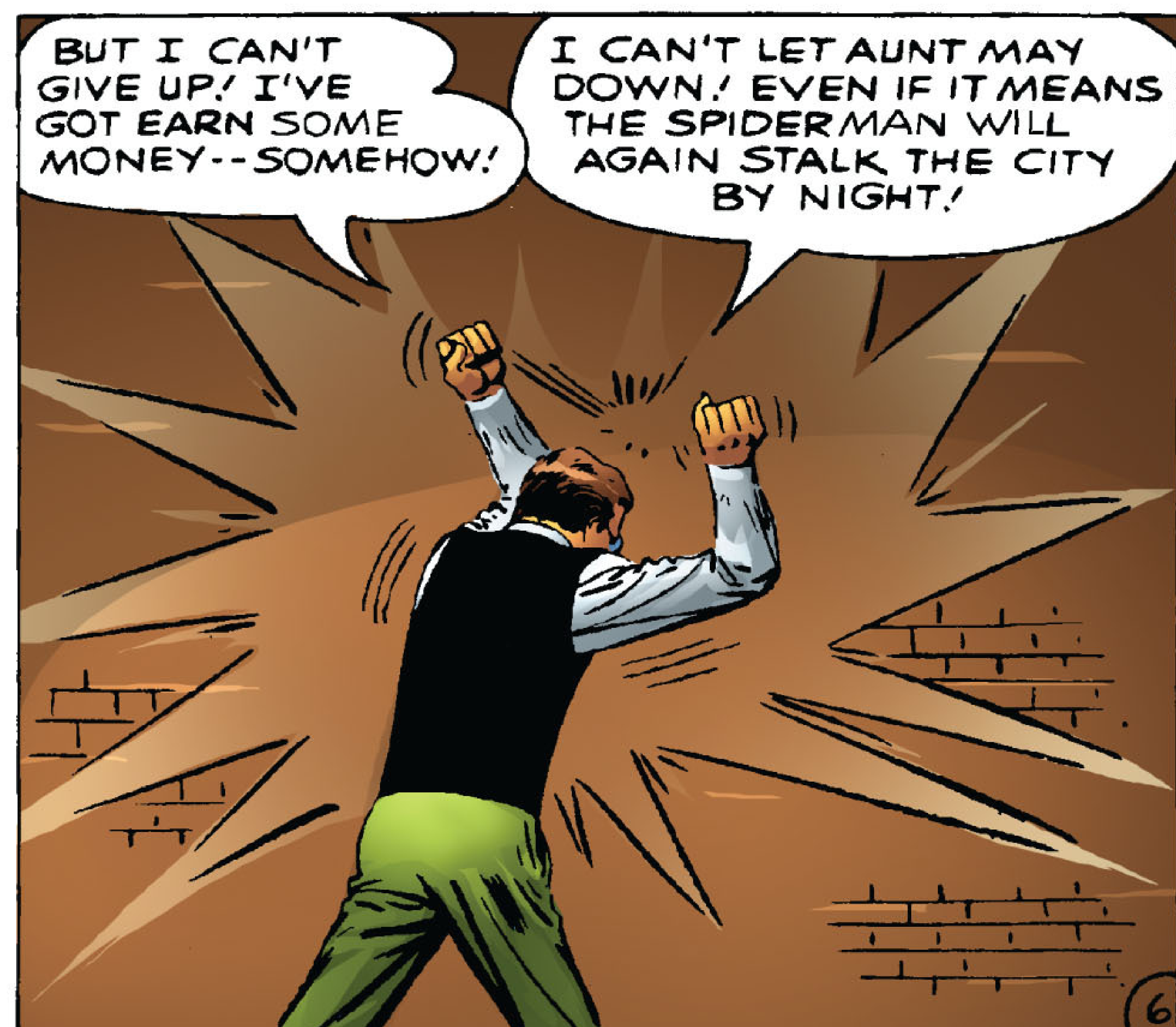

BUT AGAIN PETER PARKER MEETS WITH FRUSTRATION...
SORRY, SONNY! I AIN'T LOOKIN' FOR A SCHOOL KID! THE JOB I ADVERTISED IS FOR A MAN!
BUT...
EXTRA! JOHN JAMESON ABOUT TO ORBIT EARTH IN ROCKET...
DAILY BUGLE


SAY--THAT LOOKS LIKE--IT IS! IT'S AUNT MAY! I WONDER WHERE SHE'S GOING?


OH, NO! SHE'S PAWNING HER JEWELRY!
SHE MUST BE DESPERATE FOR MONEY! BUT SHE DOESN'T WANT ME TO KNOW! SHE DOESN'T WANT TO WORRY ME!


FOR ME! SHE'S DOING IT ALL FOR ME! AND THERE'S NO WAY I CAN REPAY HER! NO WAY I CAN HELP HER! I CAN'T EVEN FIND A JOB!

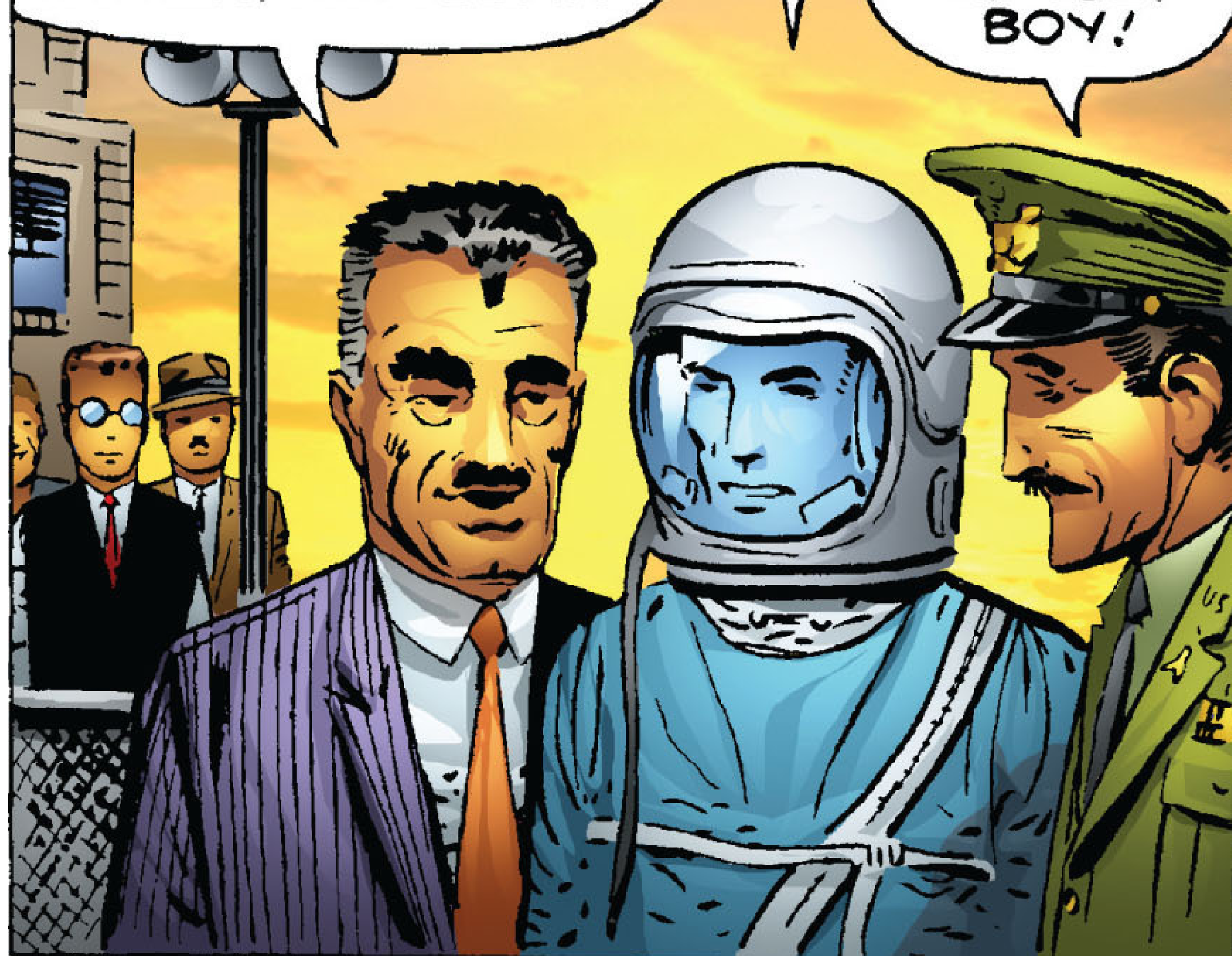

EXTRA! JOHN JAMESON, SON OF THE PUBLISHER OF THE "DAILY BUGLE" ABOUT TO ORBIT EARTH! EXTRA!
IT'S ALL HIS FAULT! BECAUSE OF HIM, I CAN'T PERFORM IN PUBLIC AS THE SPIDERMAN!

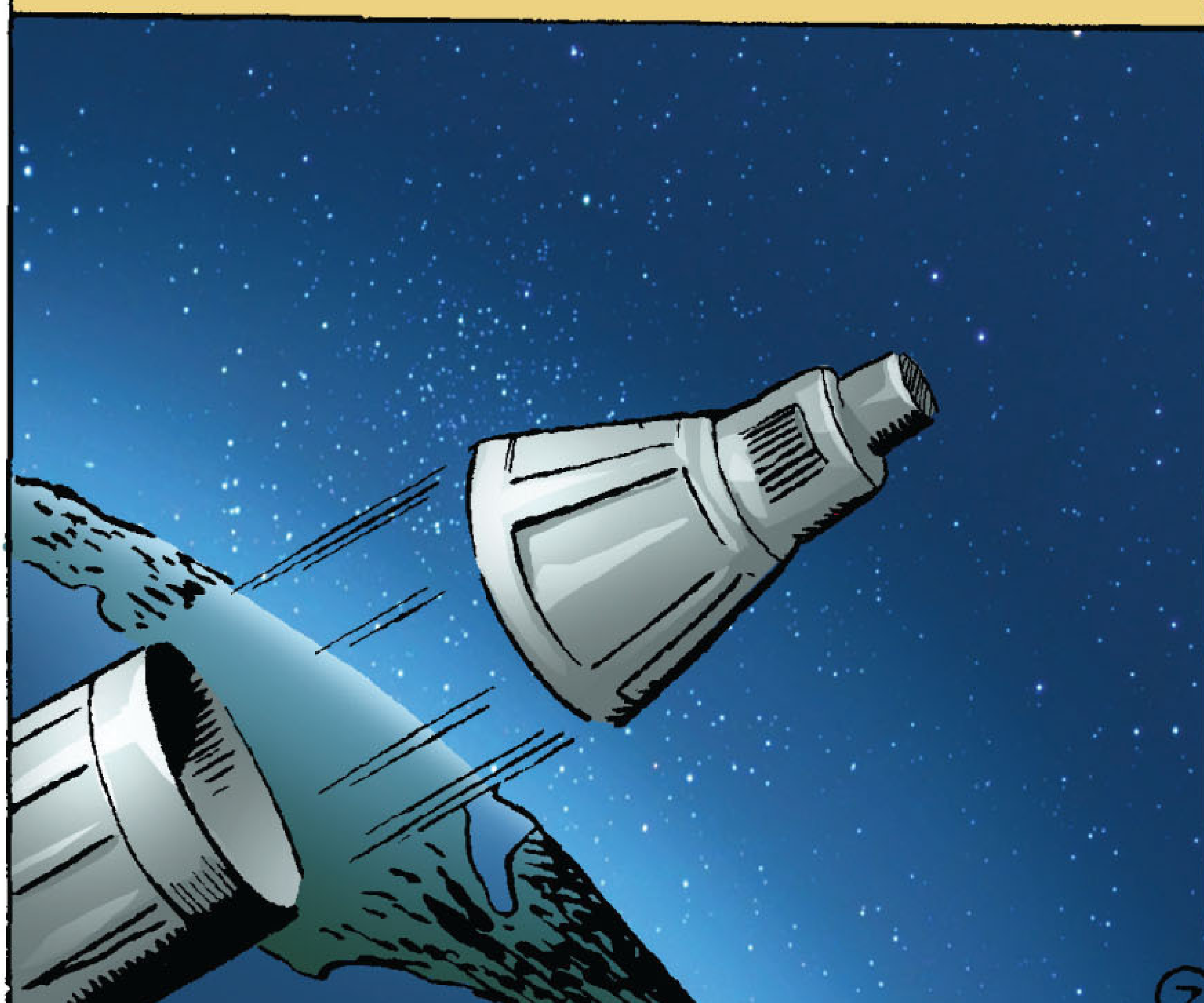

BUT I CAN'T GIVE UP! I'VE GOT EARN SOME MONEY--SOMEHOW!
I CAN'T LET AUNT MAY DOWN! EVEN IF IT MEANS THE SPIDERMAN WILL AGAIN STALK THE CITY BY NIGHT!

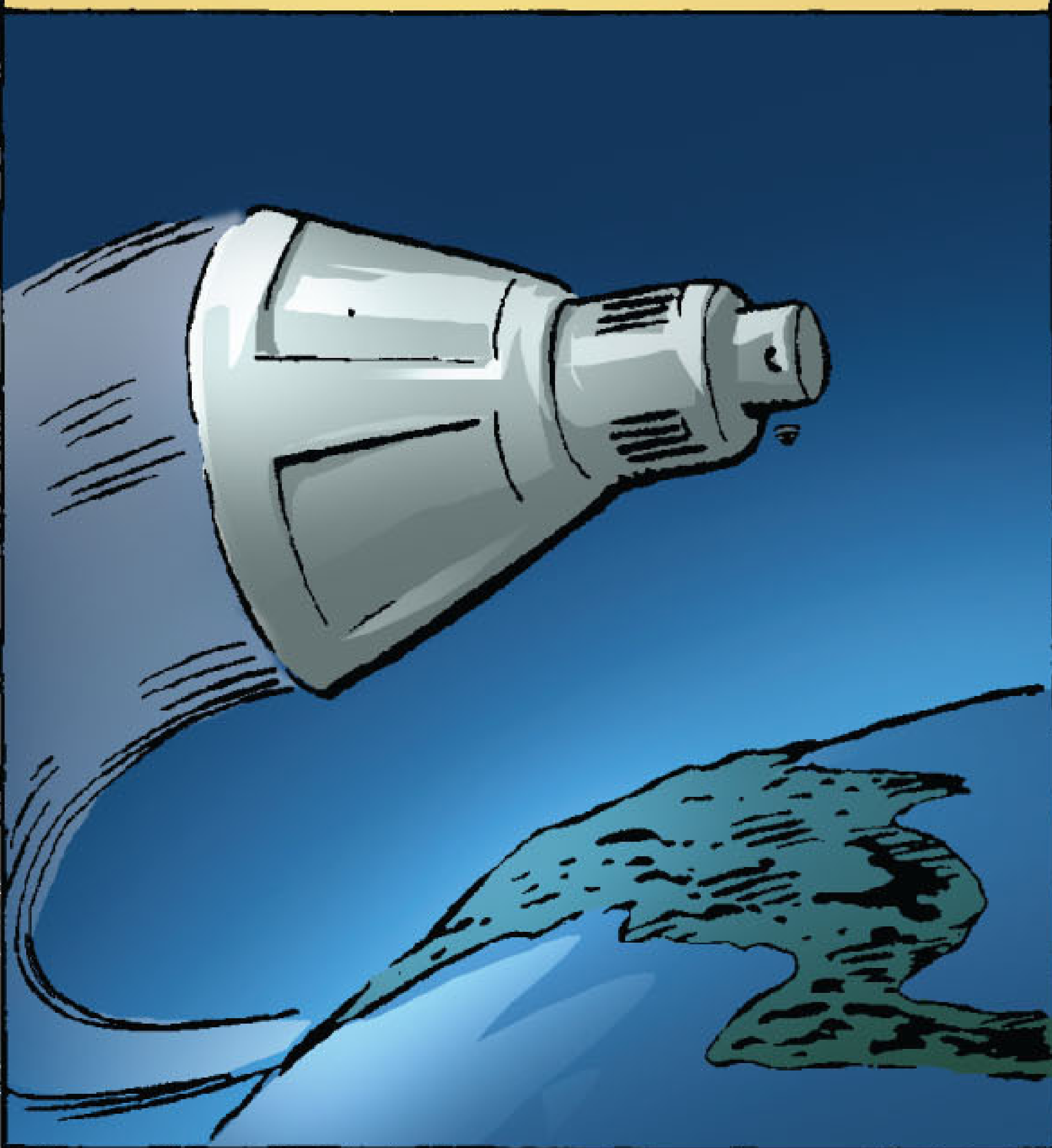
SPIDER-MAN

PART 2







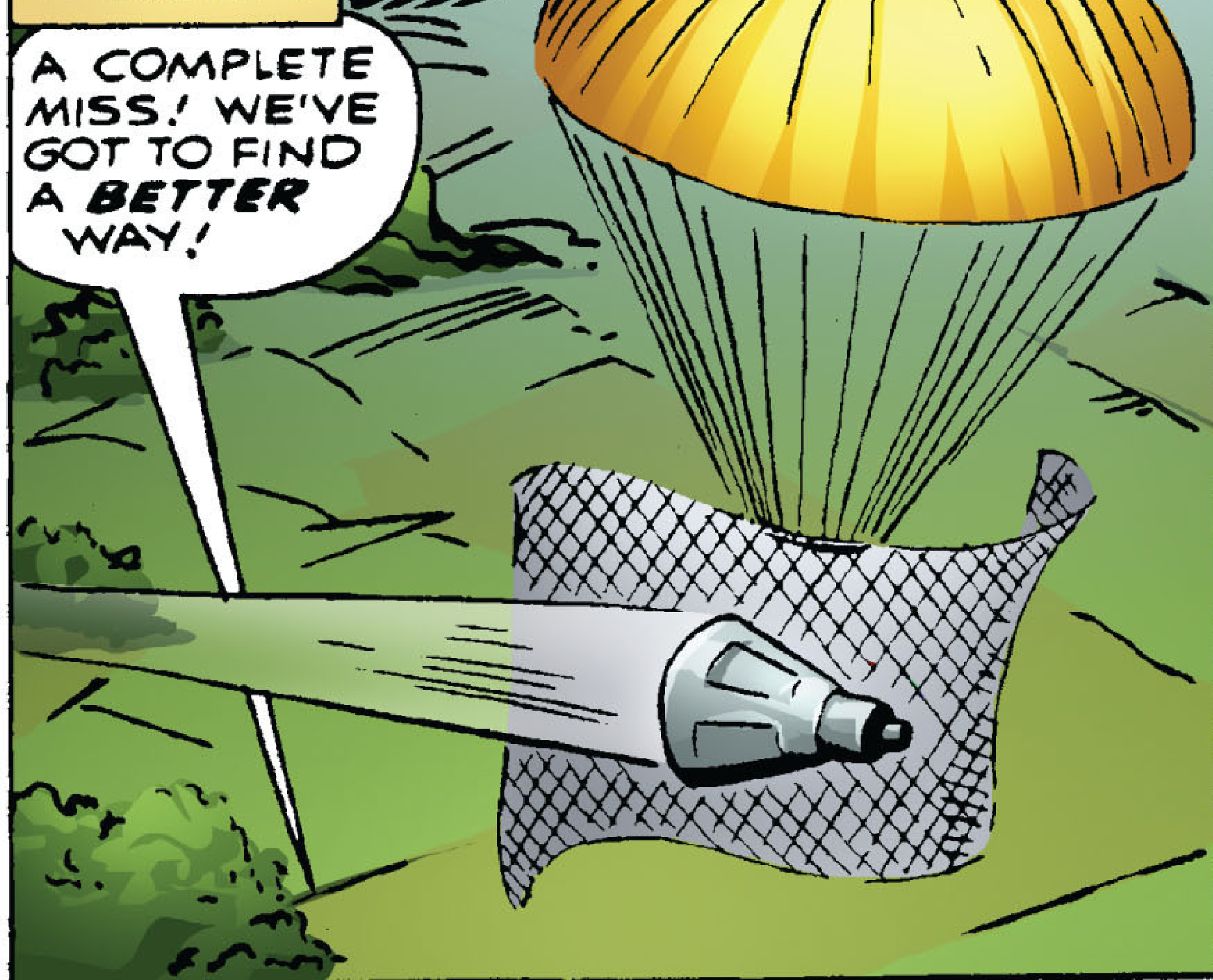

BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACK-AGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS IN-TO SPACE...


WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!
SOMETHING'S WRONG! I CAN'T CONTROL HER!


THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!


MEANWHILE, MILES AWAY...
WHAT *IS* IT? WHAT WENT WRONG?
CAPSULE IS OUT OF CON-TROL, SIR! COMPONENT 24-3B HAS BROKEN LOOSE! CONDITION ***RED!***


WHAT'S THAT?? WITHOUT THE MISS-ING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH!
GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND ***SOME*** WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!


ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!
A COMPLETE MISS! WE'VE GOT TO FIND A ***BETTER*** WAY!

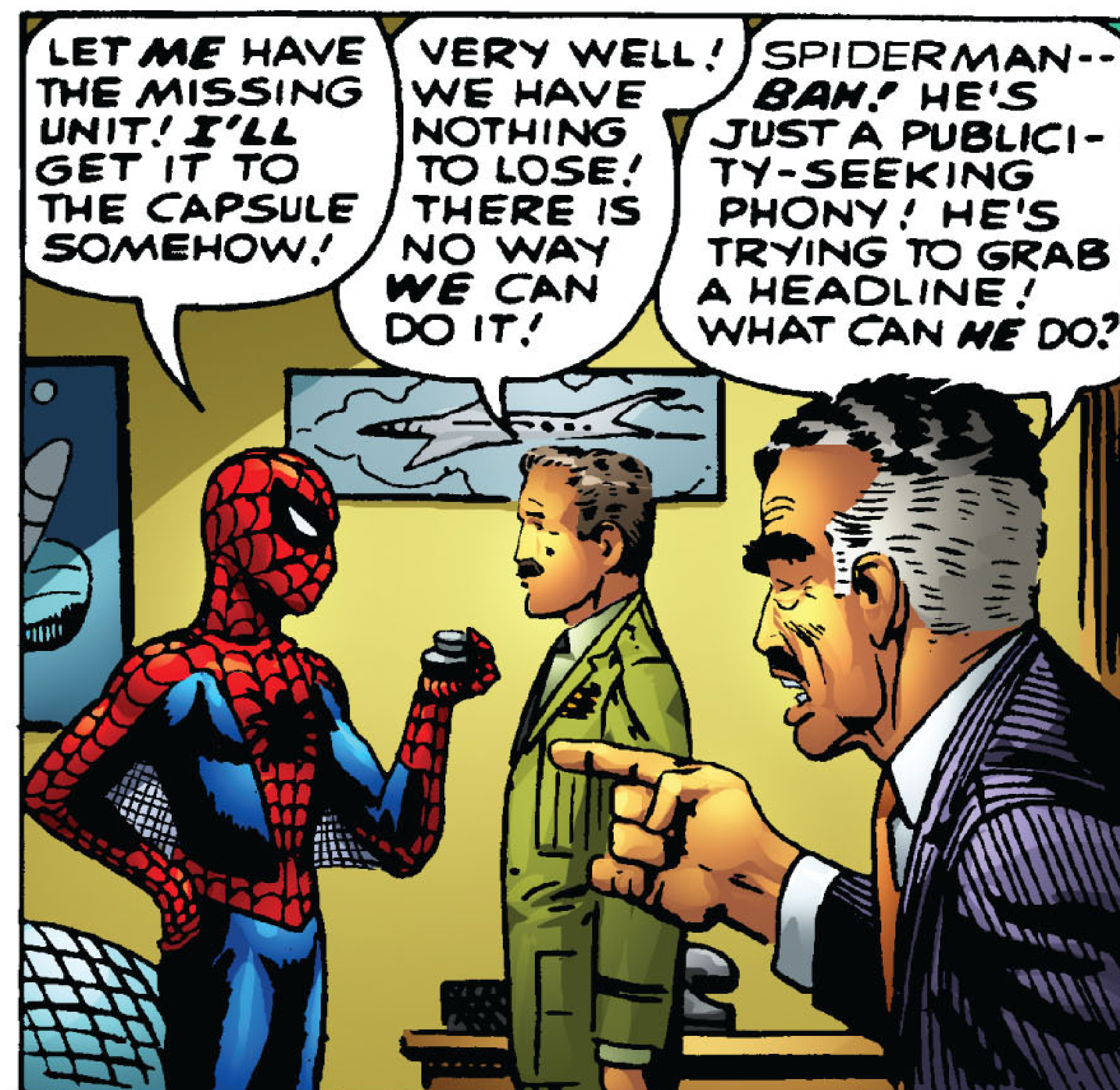

WHILE, UNSUSPECTED BY ALL, A BETTER WAY ***DOES*** EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...
THERE'S ONLY ***ONE*** PERSON WHO CAN SAVE JOHN JAME-SON...


...AND THAT IS... SPIDERMAN!

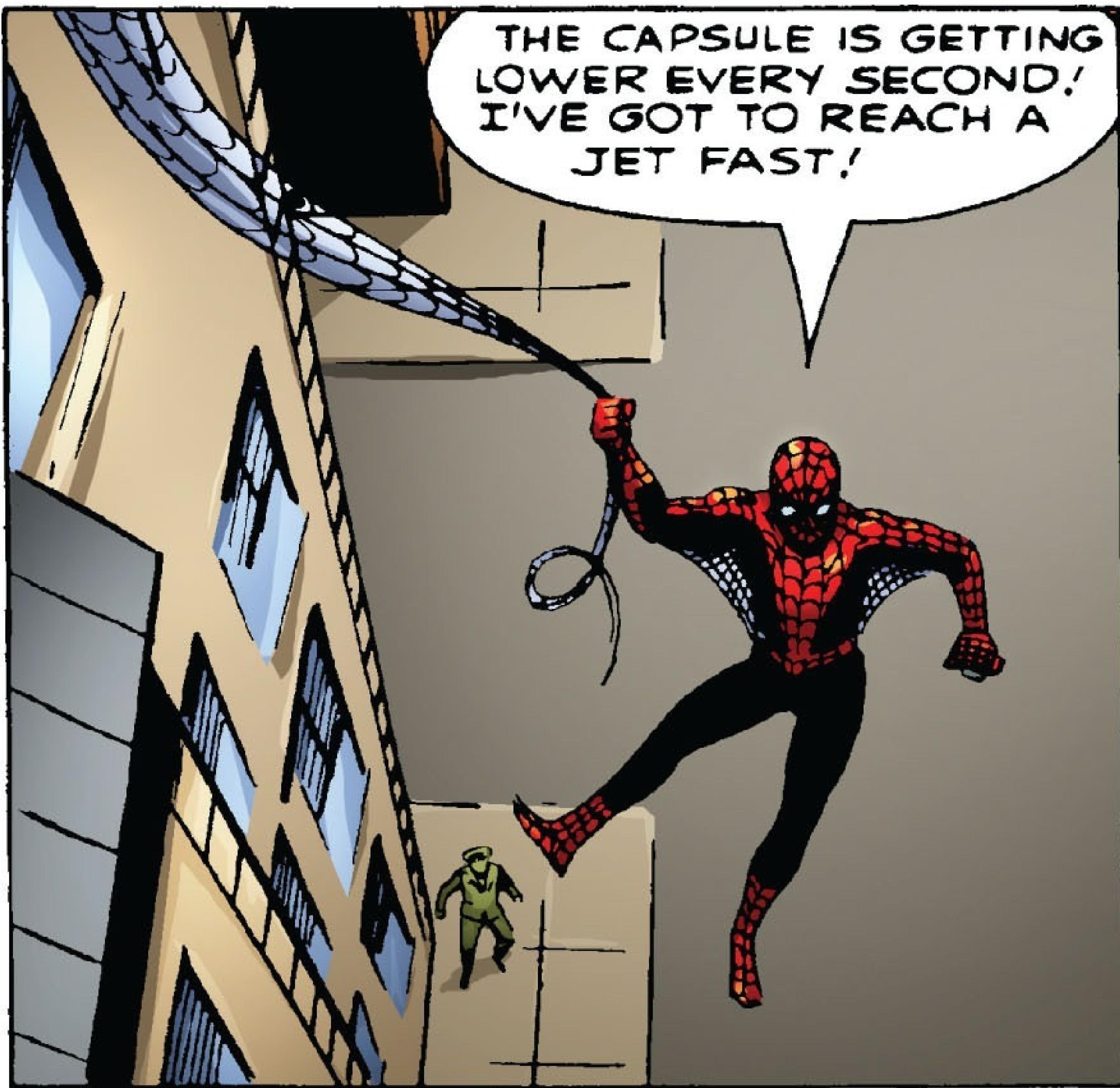

I'VE GOT TO REACH THE MISSILE CONTROL CENTER THE FASTEST WAY--THE WAY THAT ONLY SPIDER-MAN CAN TAKE!

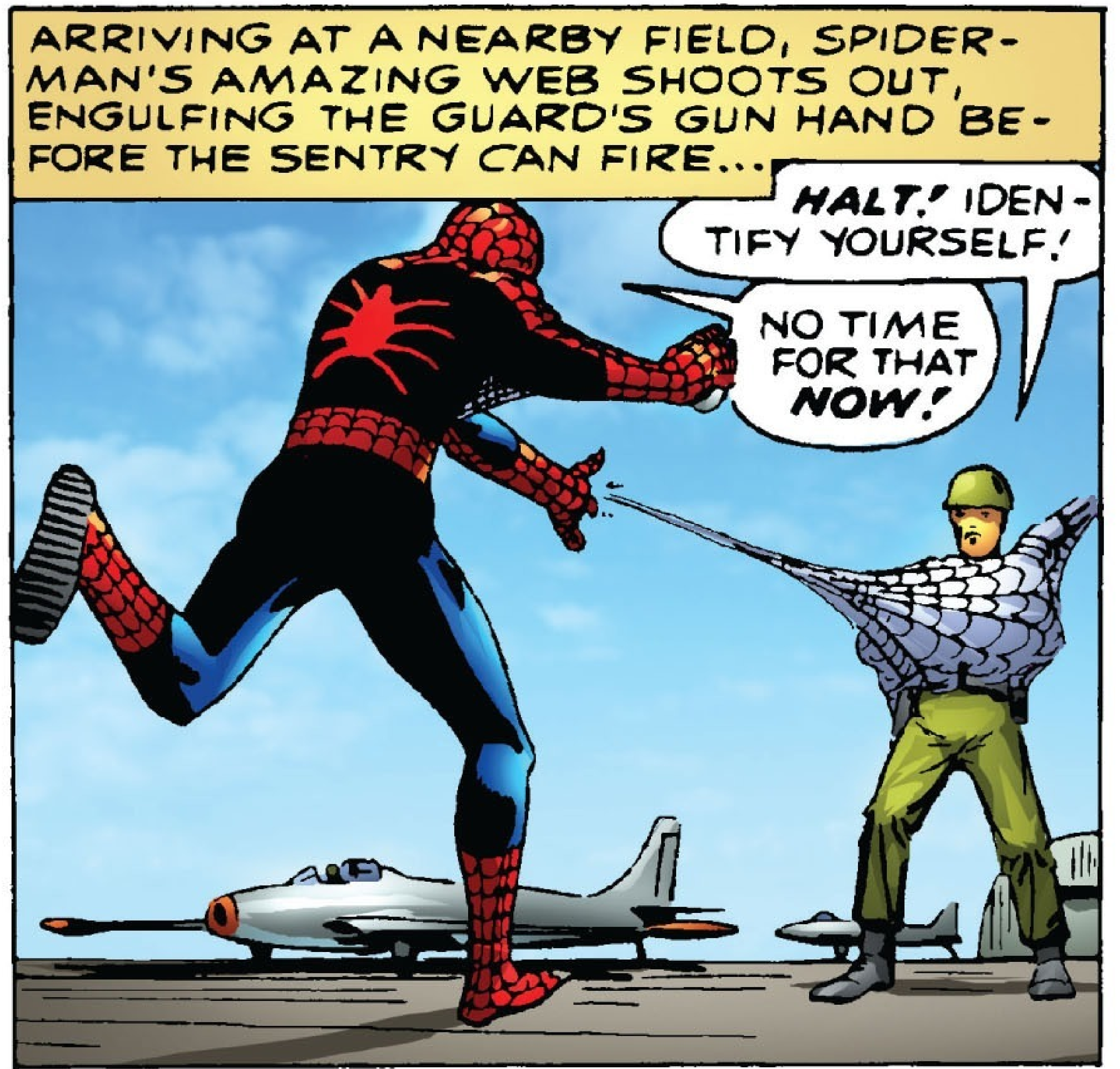

MADE IT! AND NOW...
WE HAVE A SPARE 24-3B GUIDANCE UNIT... BUT THERE IS NO WAY TO GET IT TO JAME-SON IN TIME!

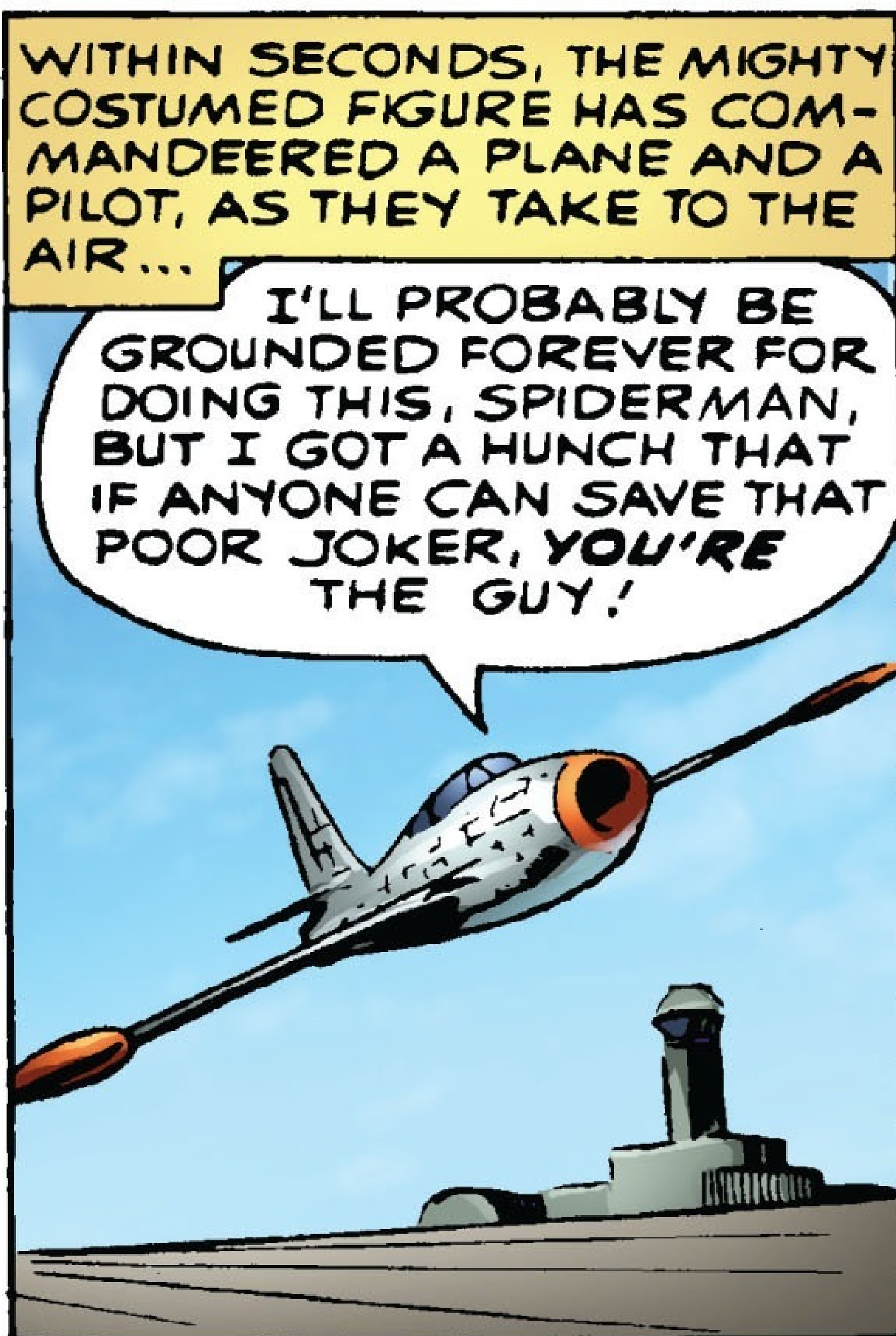

YOU'RE WRONG! THERE IS A WAY!
SPIDERMAN!

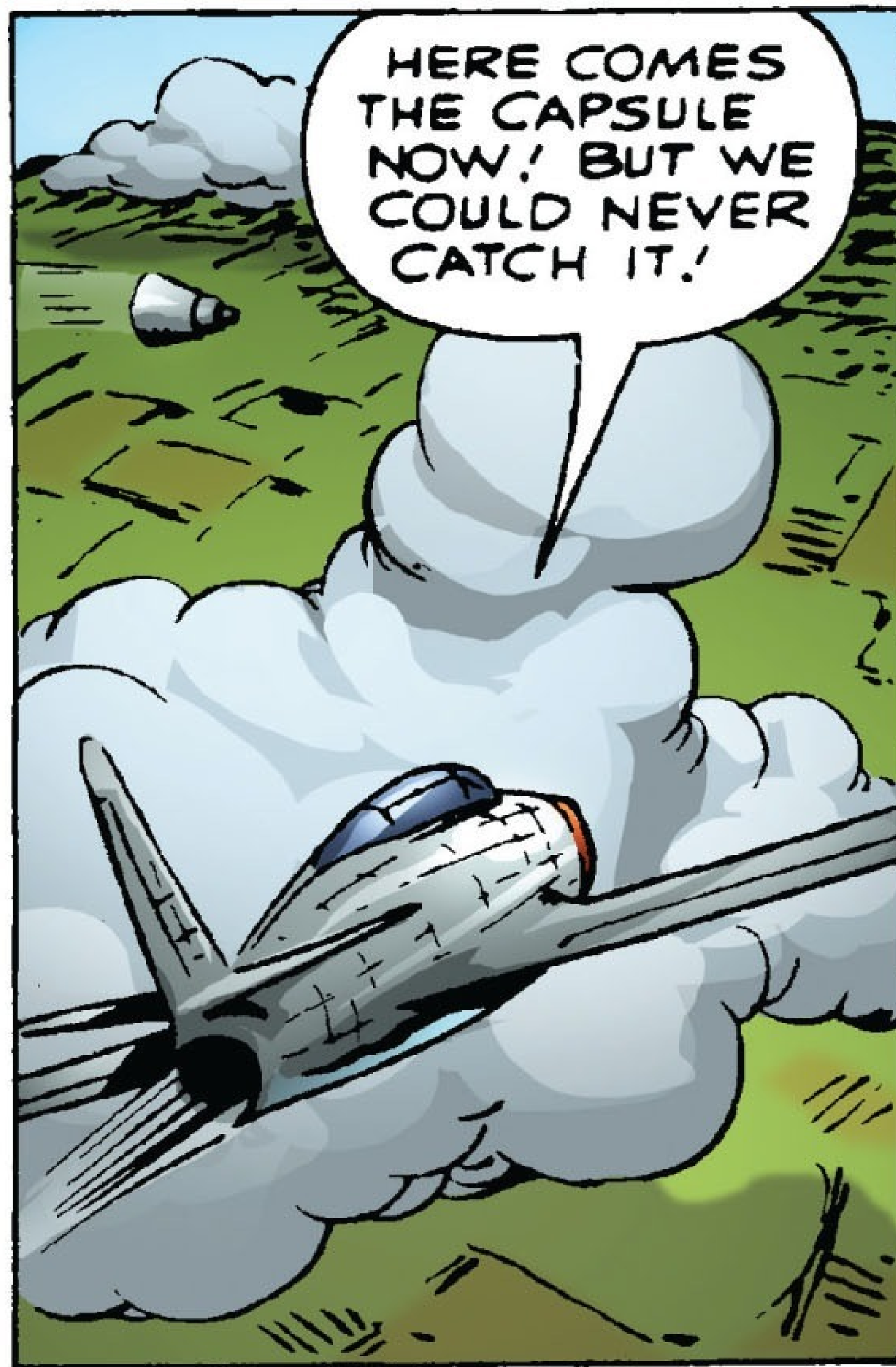

LET ME HAVE THE MISSING UNIT! I'LL GET IT TO THE CAPSULE SOMEHOW!
VERY WELL! WE HAVE NOTHING TO LOSE! THERE IS NO WAY WE CAN DO IT!
SPIDERMAN-- BAH! HE'S JUST A PUBLICI-TY-SEEKING PHONY! HE'S TRYING TO GRAB A HEADLINE! WHAT CAN HE DO?

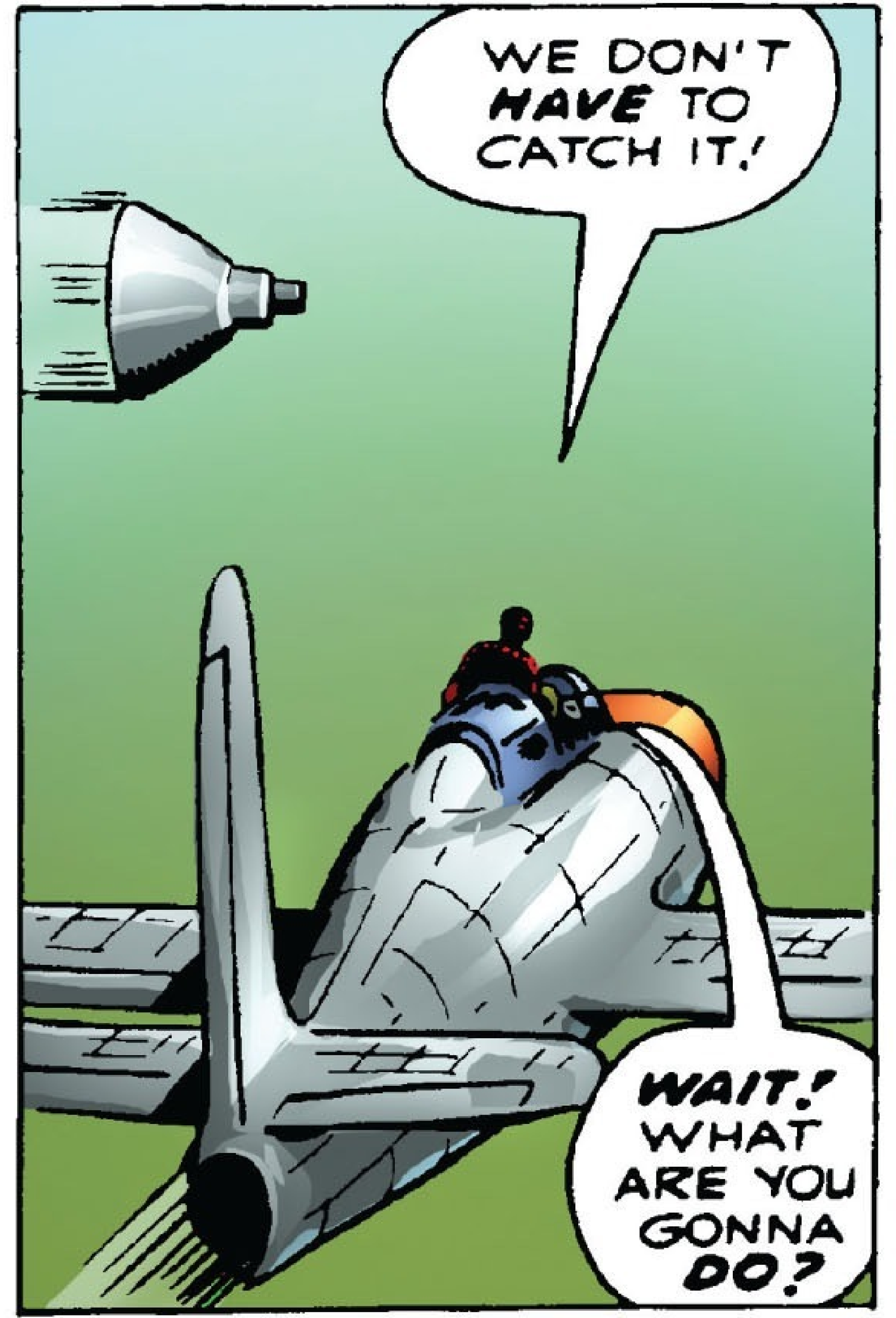

INSTEAD OF FLAPPING YOUR LIPS, MISTER--JUST WATCH AND SEE WHAT I CAN DO!
WAIT!

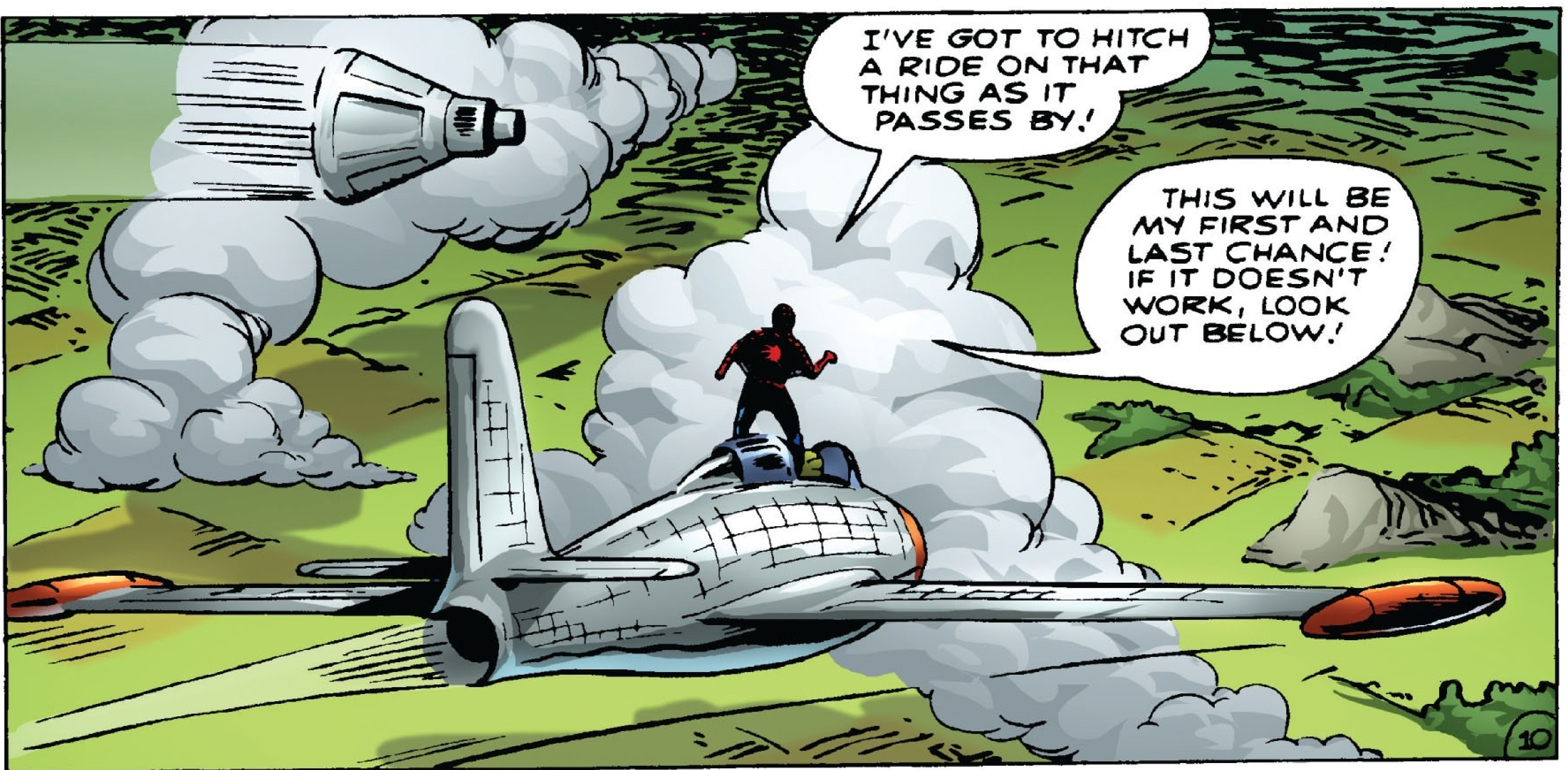

THE CAPSULE IS GETTING LOWER EVERY SECOND! I'VE GOT TO REACH A JET FAST!


ARRIVING AT A NEARBY FIELD, SPIDER-MAN'S AMAZING WEB SHOOTS OUT, ENGULFING THE GUARD'S GUN HAND BEFORE THE SENTRY CAN FIRE...
HALT! IDENTIFY YOURSELF!
NO TIME FOR THAT NOW!

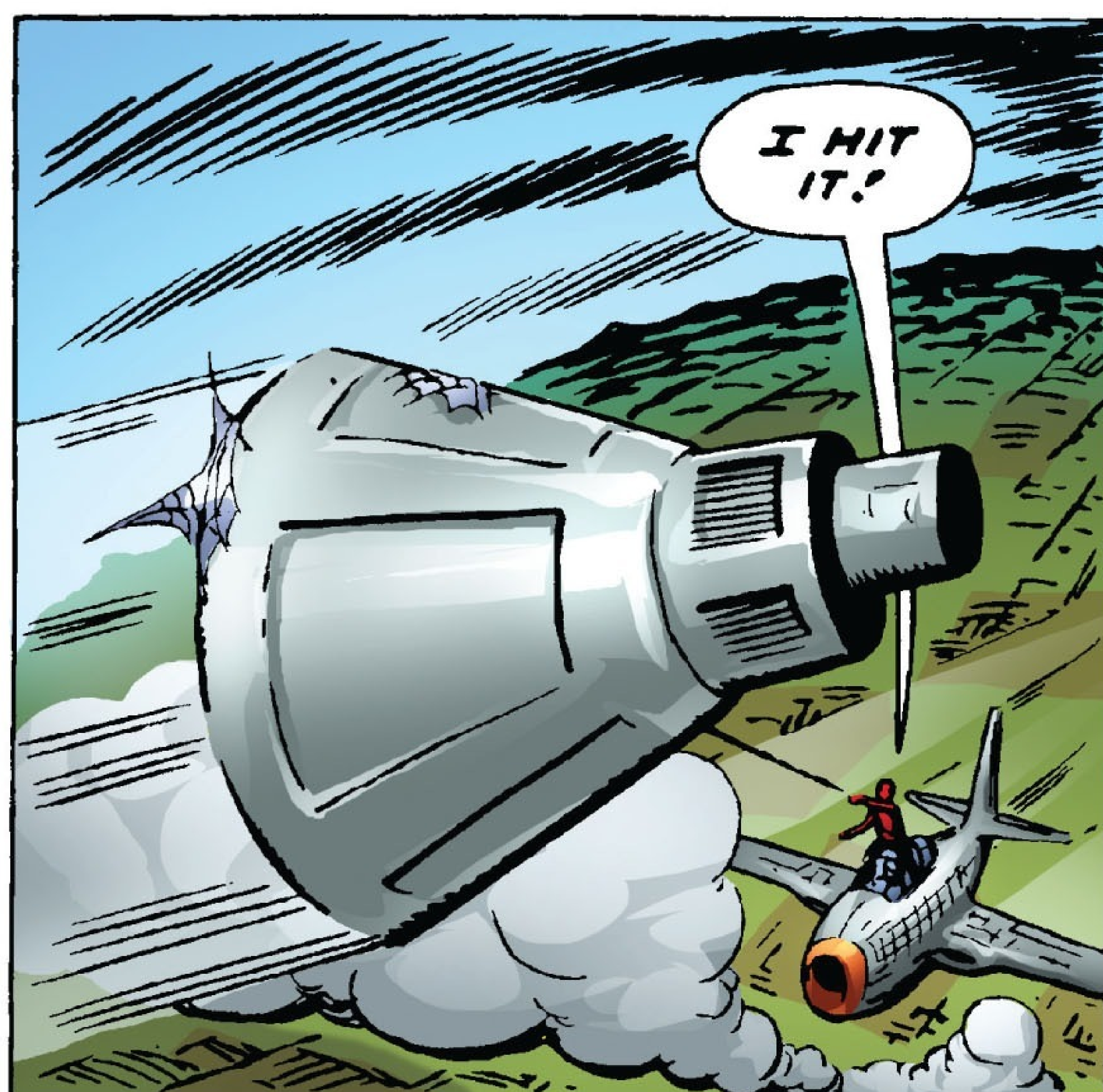

WITHIN SECONDS, THE MIGHTY COSTUMED FIGURE HAS COMMANDEERED A PLANE AND A PILOT, AS THEY TAKE TO THE AIR...
I'LL PROBABLY BE GROUNDED FOREVER FOR DOING THIS, SPIDERMAN, BUT I GOT A HUNCH THAT IF ANYONE CAN SAVE THAT POOR JOKER, YOU'RE THE GUY!

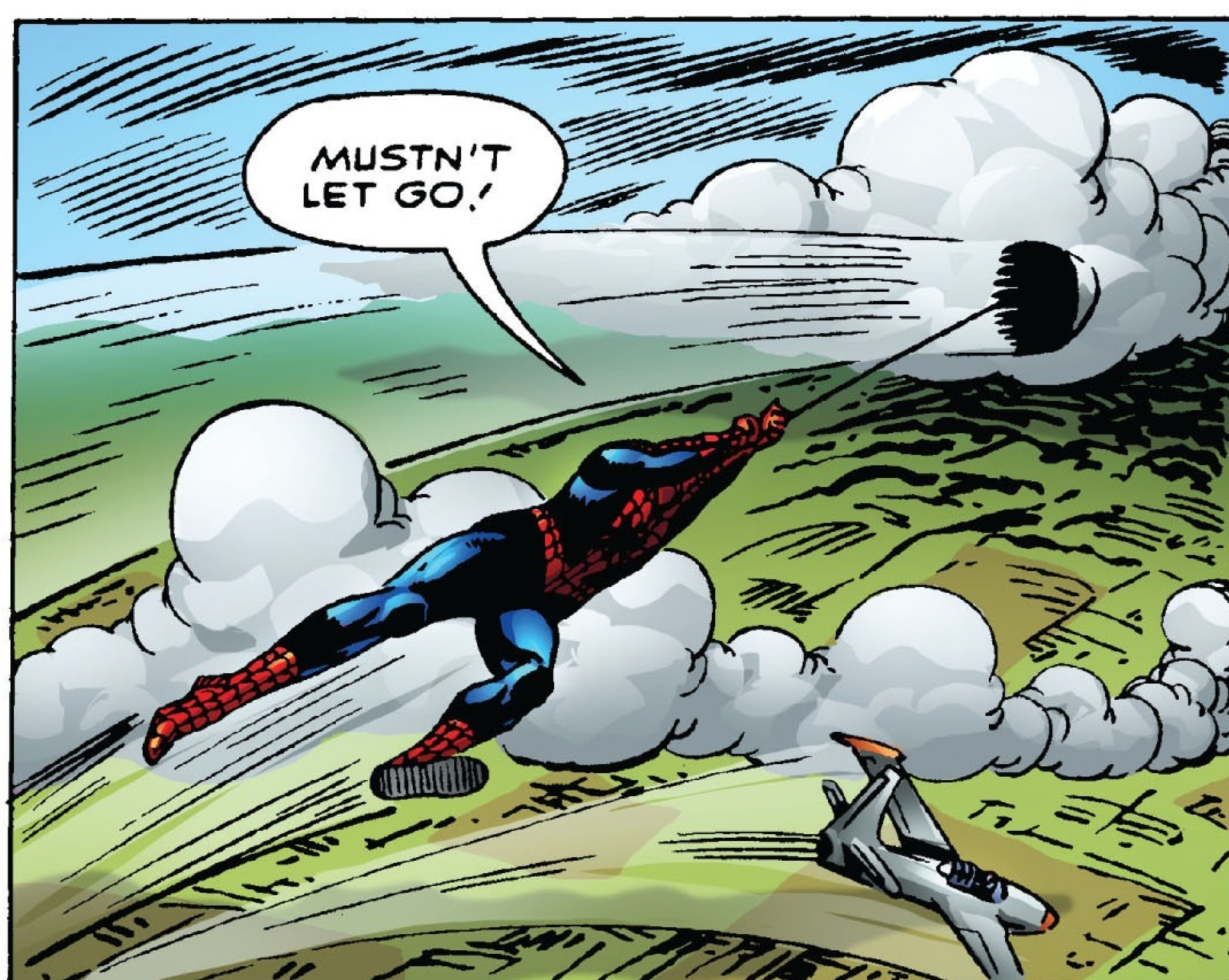

HERE COMES THE CAPSULE NOW! BUT WE COULD NEVER CATCH IT!


WE DON'T HAVE TO CATCH IT!
WAIT! WHAT ARE YOU GONNA DO?

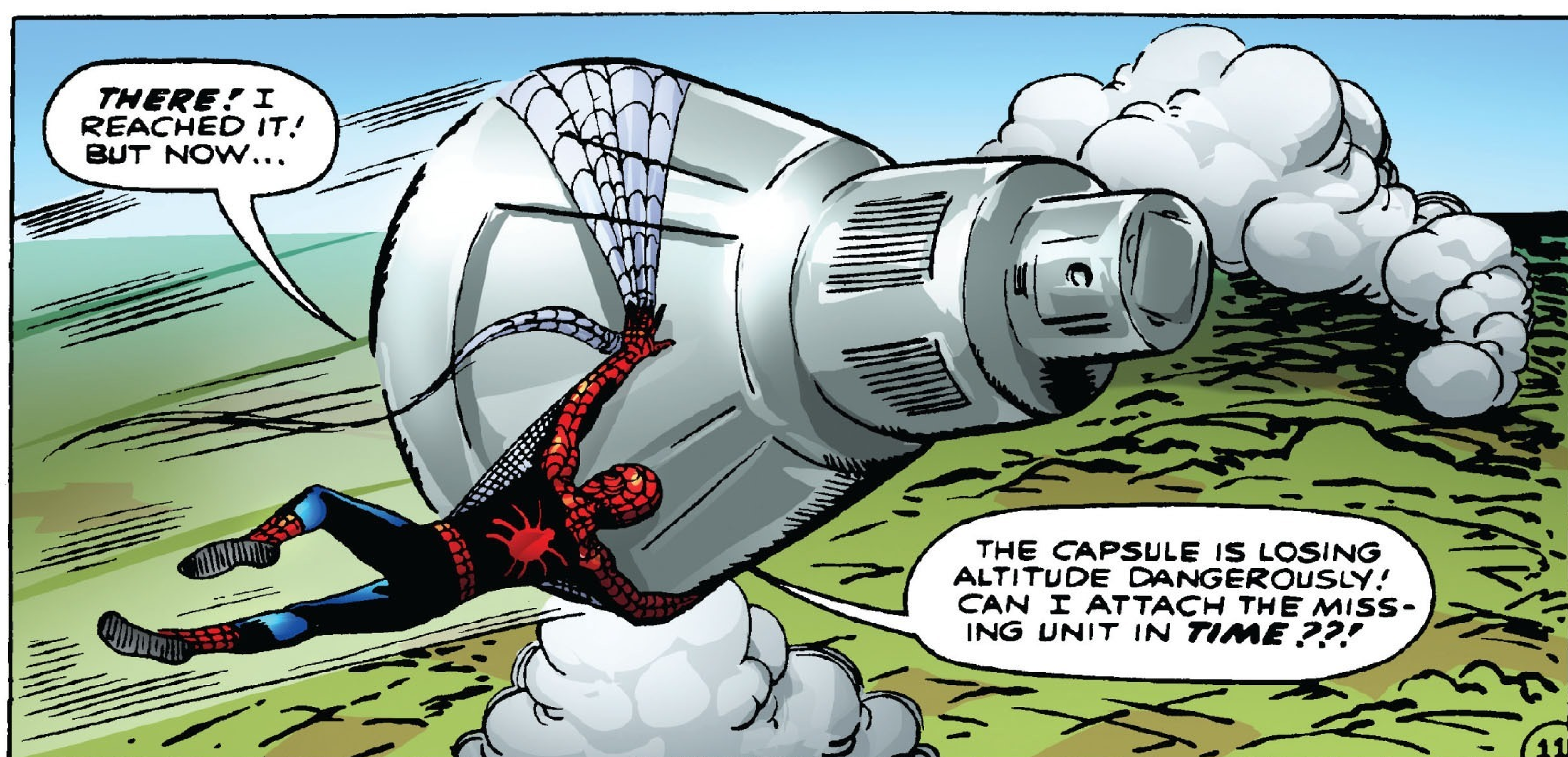

I'VE GOT TO HITCH A RIDE ON THAT THING AS IT PASSES BY!
THIS WILL BE MY FIRST AND LAST CHANCE! IF IT DOESN'T WORK, LOOK OUT BELOW!
10


HERE GOES!
TWNNNNG!


I HIT IT!


MUSTN'T LET GO!


UGH--I'VE GOT TO PULL MYSELF UP--FIGHTING AGAINST ALL THIS WIND RESISTANCE!
EVEN MY STRENGTH CAN JUST BARELY DO IT!


THERE! I REACHED IT! BUT NOW...
THE CAPSULE IS LOSING ALTITUDE DANGEROUSLY! CAN I ATTACH THE MISS-ING UNIT IN TIME??!
11

SPIDER-MAN

PART 3

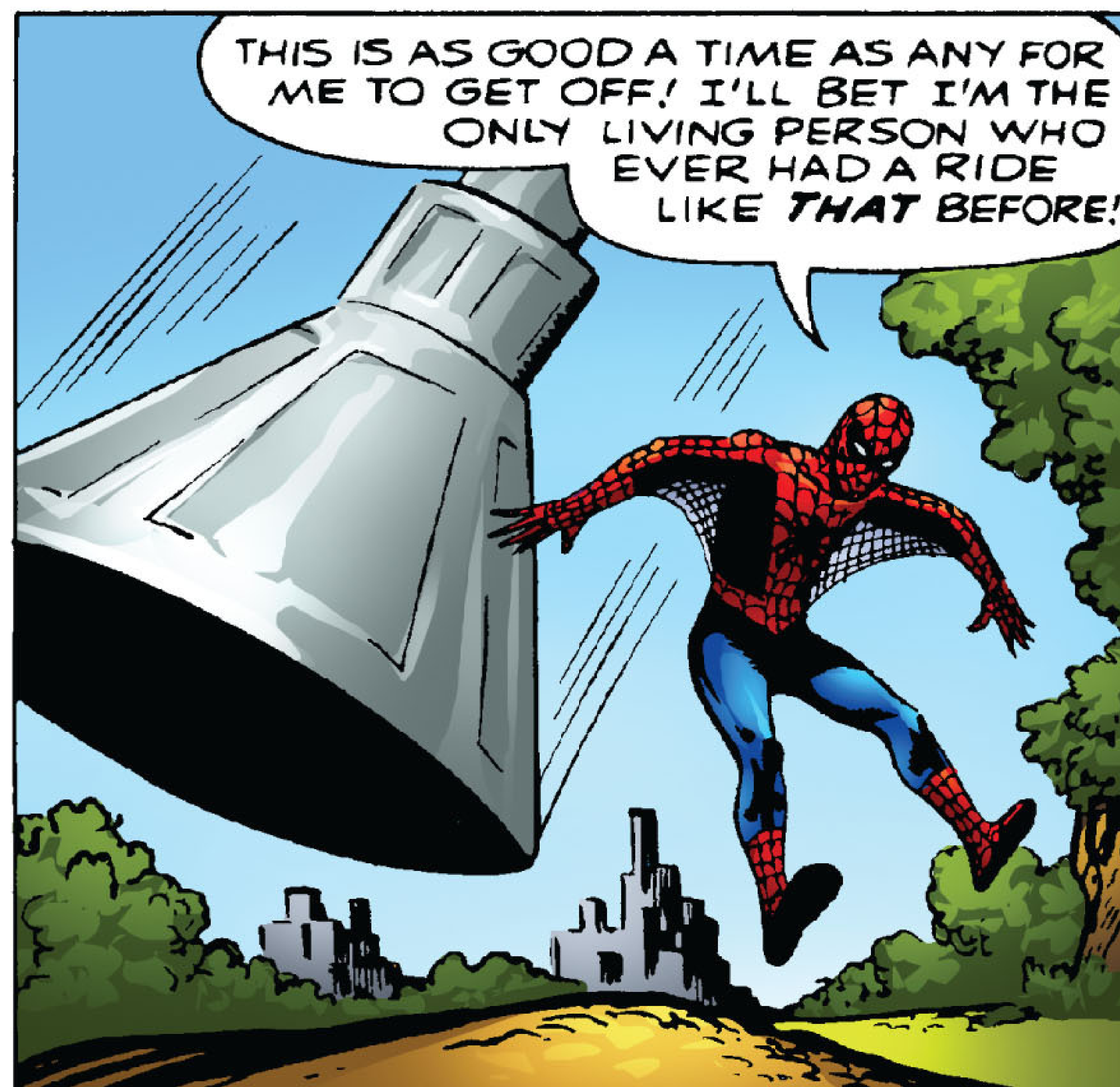
WHAT A LUCKY BREAK! IT FIT IN PLACE AS SMOOTH AS SILK!

AND, WITHIN THE CAPSULE...

CAPSULE UNDER MANUAL CONTROL AGAIN! WILL EJECT CHUTE AND LAND IMMEDIATELY!

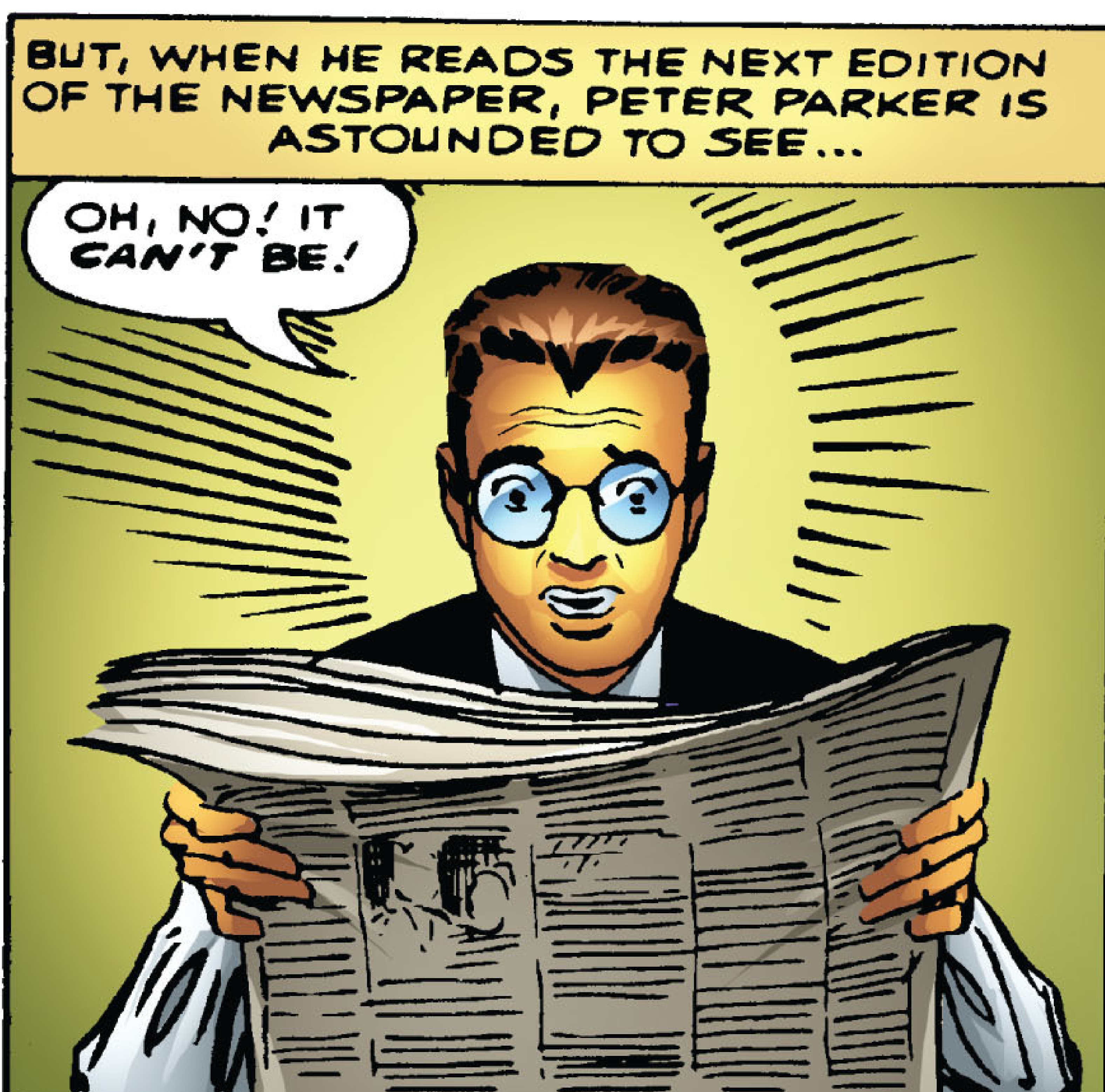
HE'S SAFE! I *DID* IT!


SPIDERMAN SUCCEEDED! THE CAPSULE IS ABOUT TO LAND!
MY BOY! HE'S **SAFE!**

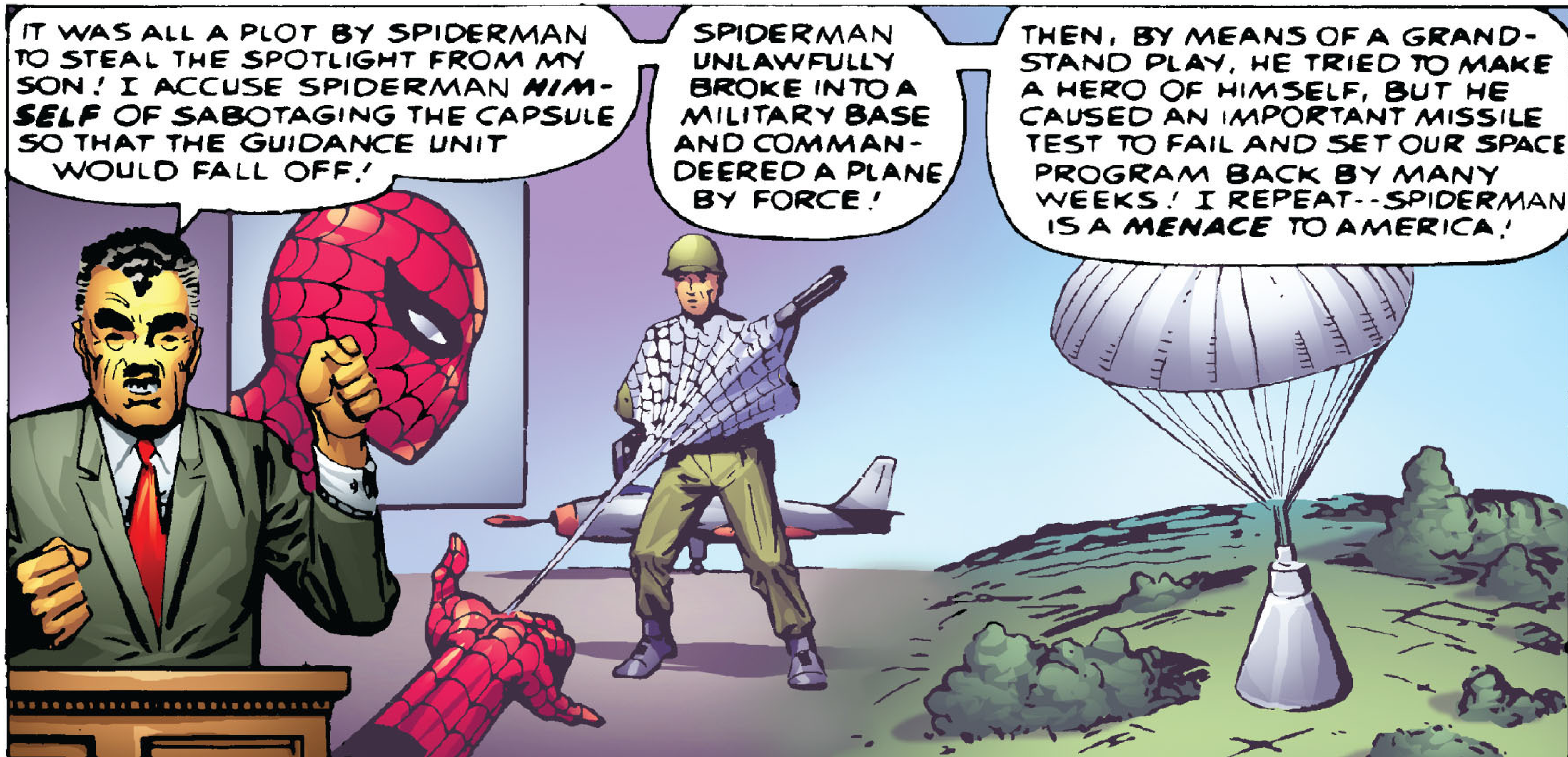

THIS IS AS GOOD A TIME AS ANY FOR ME TO GET OFF! I'LL BET I'M THE ONLY LIVING PERSON WHO EVER HAD A RIDE LIKE **THAT** BEFORE!


I'D BETTER MAKE MYSELF SCARCE NOW! I'D JUST BE EMBARRASSED IF EVERYONE WANTS TO CONGRATULATE ME AND MAKE A BIG FUSS ABOUT WHAT I'VE DONE!


ANYWAY, FROM NOW ON I GUESS I SHOULDN'T HAVE ANY TROUBLE ABOUT PERFORMING IN PUBLIC! I'LL BET EVEN MISTER JAMESON HIMSELF WOULD HIRE ME!


BUT, WHEN HE READS THE NEXT EDITION OF THE NEWSPAPER, PETER PARKER IS ASTOUNDED TO SEE...
OH, NO! IT **CAN'T BE!**

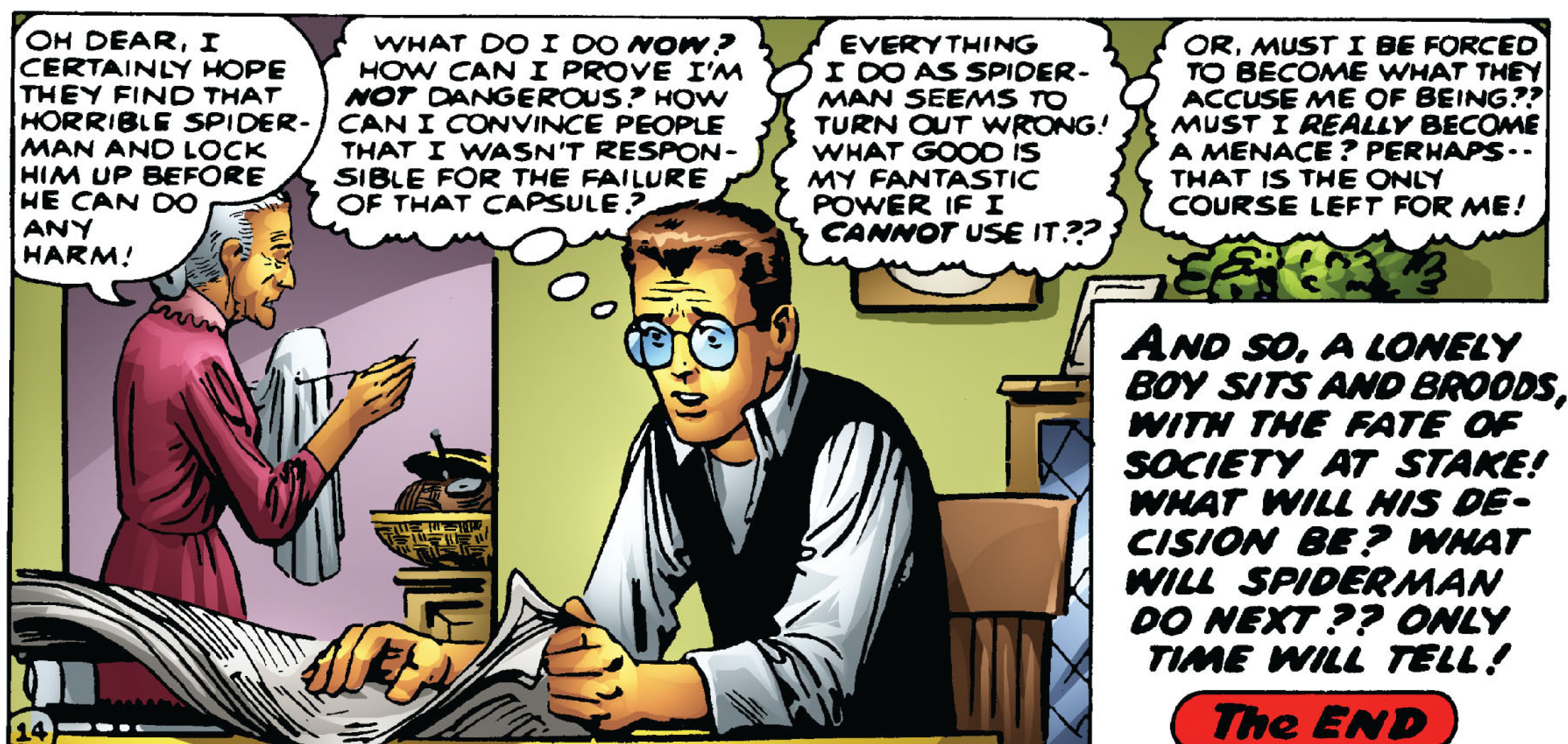

IT ISN'T POSSIBLE! WHY? **WHY??**
5¢ DAILY BUGLE 5¢
THIS NEWSPAPER DEMANDS THAT SPIDERMAN BE ARRESTED AND PROSECUTED!
Editorial by: J. JONAH JAMESON
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AND, FINALLY--UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...



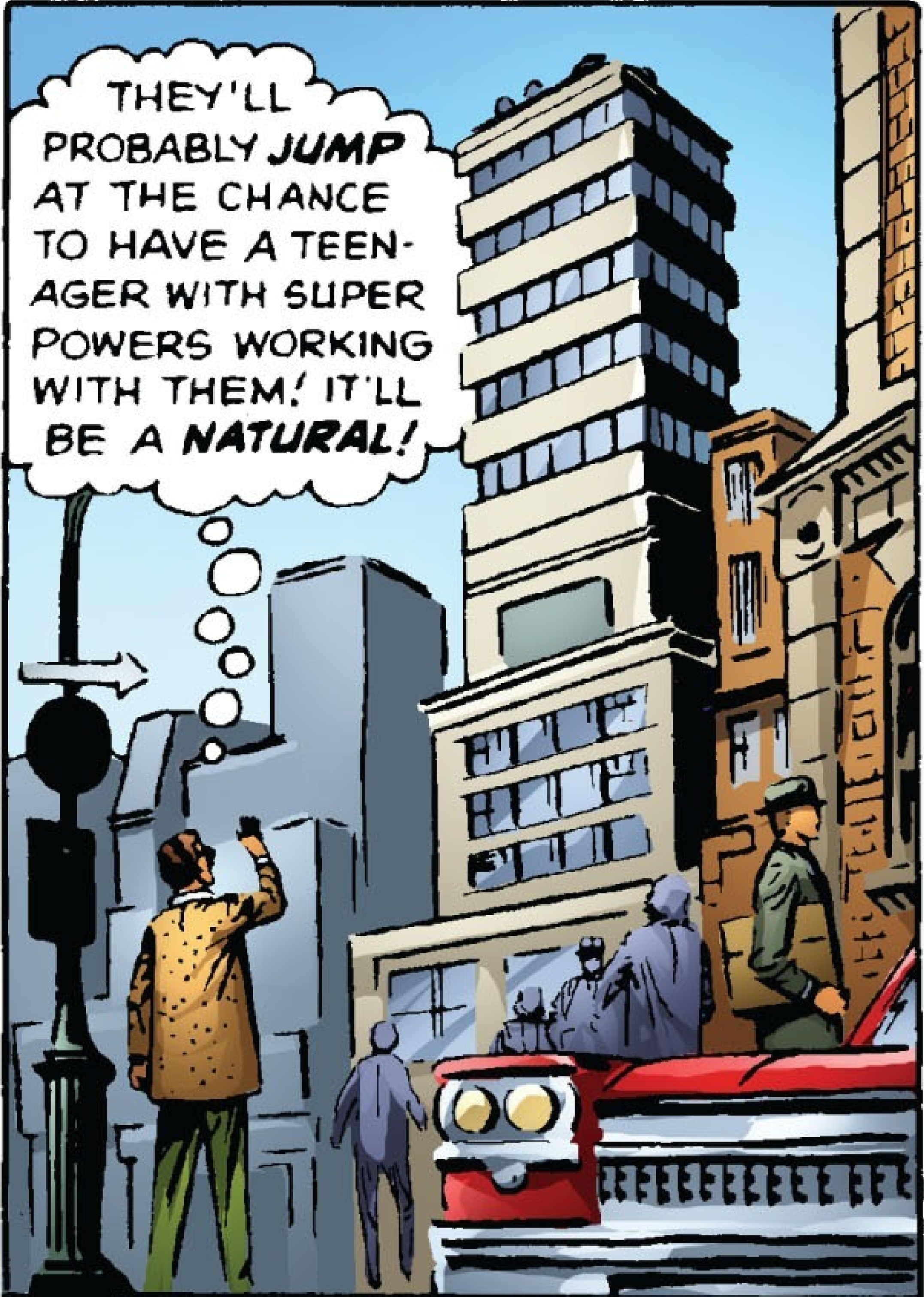


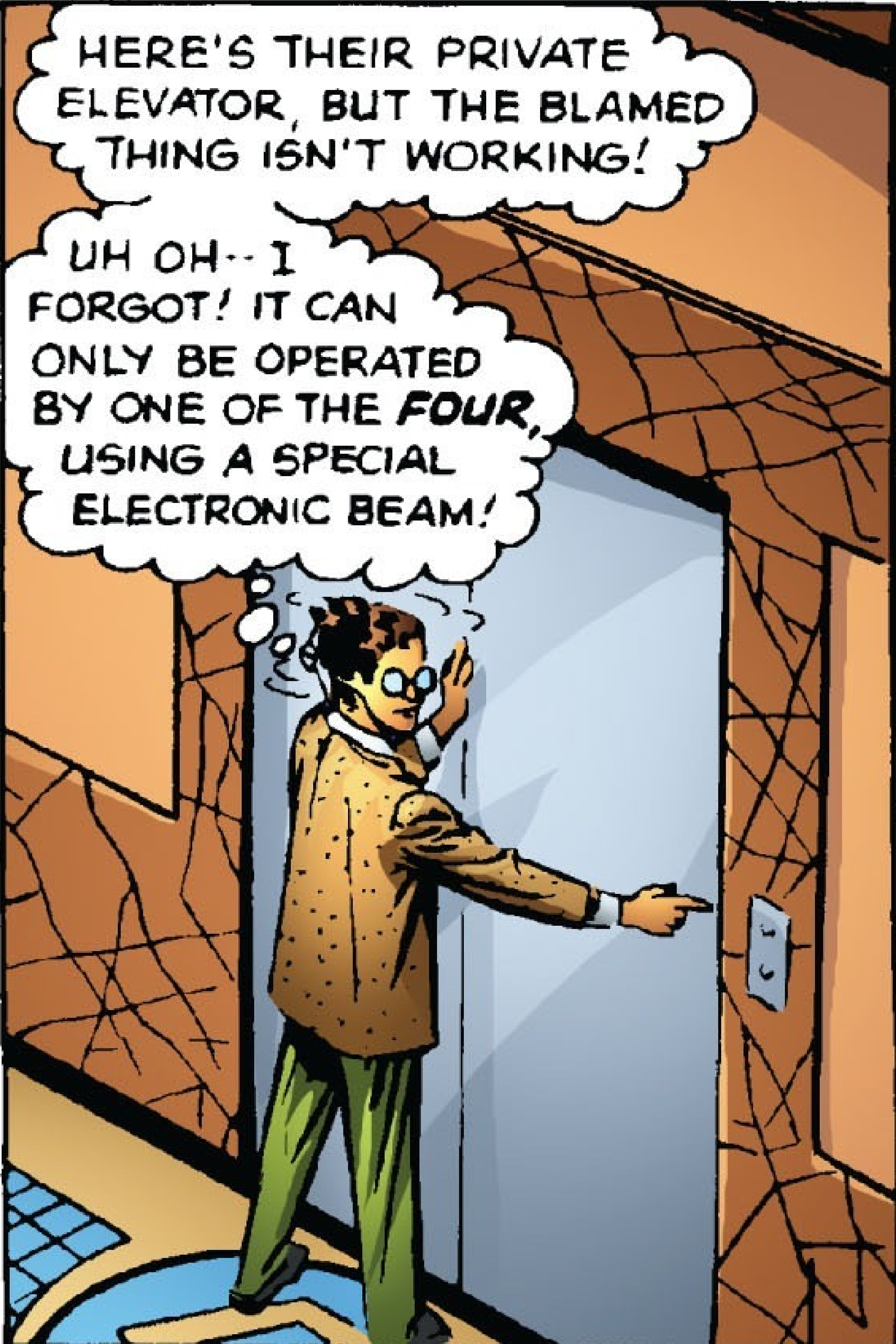
SPIDER-MAN

VS. THE CHAMELEON!




WE KNOW HIM AS PETER PALMER ...BUT THE WORLD KNOWS HIM ONLY AS SPIDER-MAN!
SAY! WHY DIDN'T I THINK OF IT BEFORE? THERE'S THE WAY I CAN MAKE SOME MONEY-- BY JOINING THE FANTASTIC FOUR!
FANTASTIC FOUR


THEY'LL PROBABLY JUMP AT THE CHANCE TO HAVE A TEEN-AGER WITH SUPER POWERS WORKING WITH THEM! IT'LL BE A NATURAL!


HERE'S THEIR PRIVATE ELEVATOR, BUT THE BLAMED THING ISN'T WORKING!
UH OH-- I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE FOUR, USING A SPECIAL ELECTRONIC BEAM!


WELL, THAT WON'T STOP SPIDER-MAN! FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR-- HECK! I DIDN'T FIGURE THE ELEVATOR WOULD BE ABOVE ME! NO ROOM TO CLIMB PAST IT!

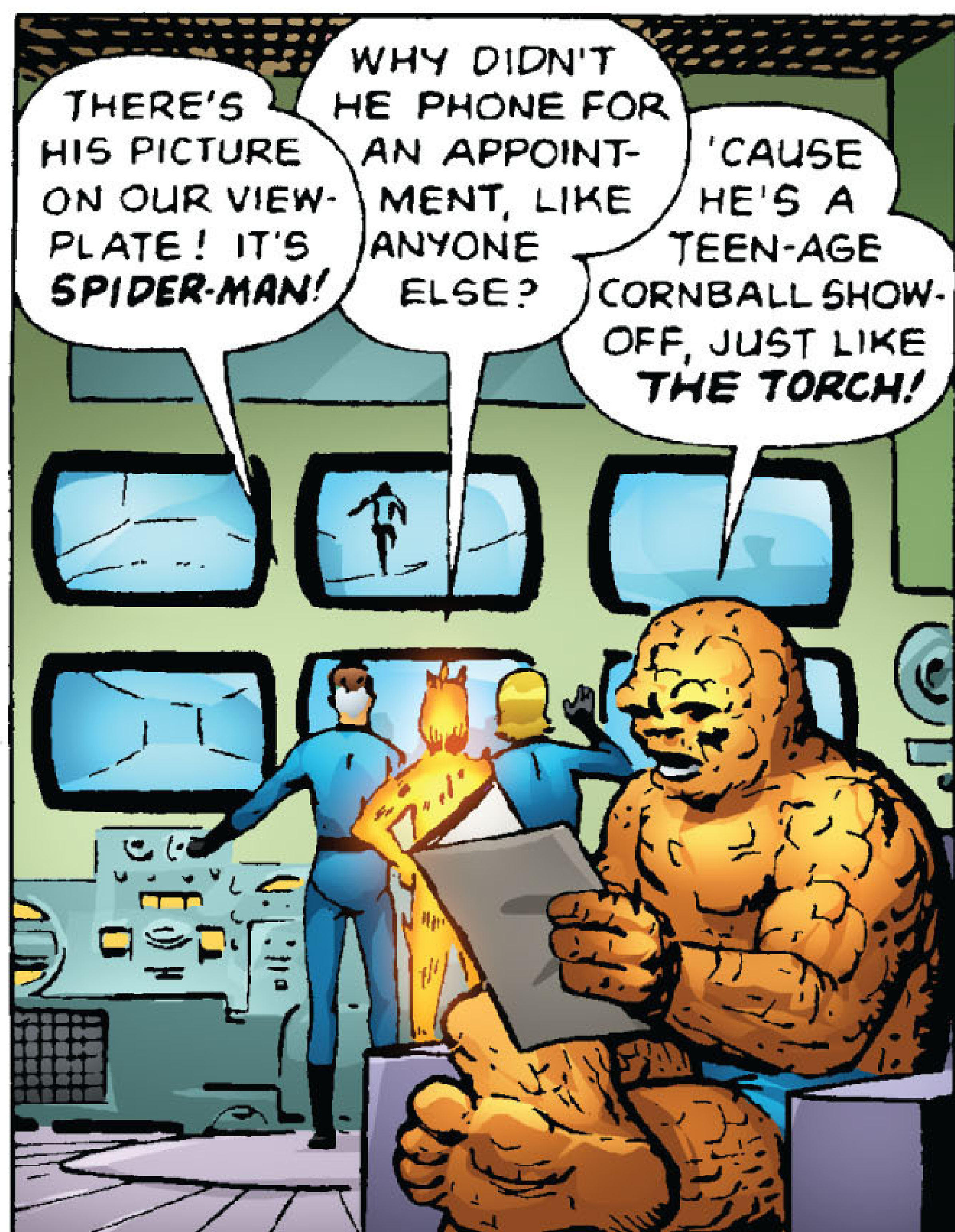

MINUTES LATER, PETER PALMER REACHES THE ROOF OF AN ADJOINING BUILDING...
WELL, THERE'S MORE THAN ONE WAY TO SKIN A CAT! I SHOULD'VE THOUGHT OF THIS RIGHT AWAY!


THEY'LL PROBABLY BE TWICE AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!


HERE GOES NOTHING!


MEANWHILE, DOWN BELOW...
IT'S THE SPIDER-MAN! WHAT A BONUS I'LL GET FOR THIS SHOT!
HE'S HEADING FOR THE FANTASTIC FOUR'S HEADQUARTERS!
HE BALANCES HIMSELF ON THAT STRAND OF WEB LIKE A HUMAN SPIDER!


AT THAT MOMENT, AN ALARM RINGS IN THE READY ROOM OF THE FANTASTIC FOUR...
THE ALARM! SOMEONE IS TRYING TO SNEAK IN!
HE MUST BE SOME KINDA NUT TO THINK HE CAN TAKE US BY SURPRISE!
BRIN-N-NG!
4


THERE'S HIS PICTURE ON OUR VIEW-PLATE! IT'S SPIDER-MAN!
WHY DIDN'T HE PHONE FOR AN APPOINT-MENT, LIKE ANYONE ELSE?
'CAUSE HE'S A TEEN-AGE CORNBALL SHOW-OFF, JUST LIKE THE TORCH!


HOW OBLIGING OF THEM TO LEAVE A WINDOW OPEN FOR ME! THIS IS A BREEZE!
ACTIVATE DEFENSE MEASURE B, JUST TO BE SAFE!


GREETINGS, GROUP! YOU SHOULDN'T MAKE IT SO EASY FOR PEOPLE TO DROP IN ON YA!


GOT NEWS FOR YOU, LOUD-MOUTH--IT AIN'T THAT EASY!
WHA--? A PLEXI-GLASS CAGE! DROPPED FROM THE CEILING!

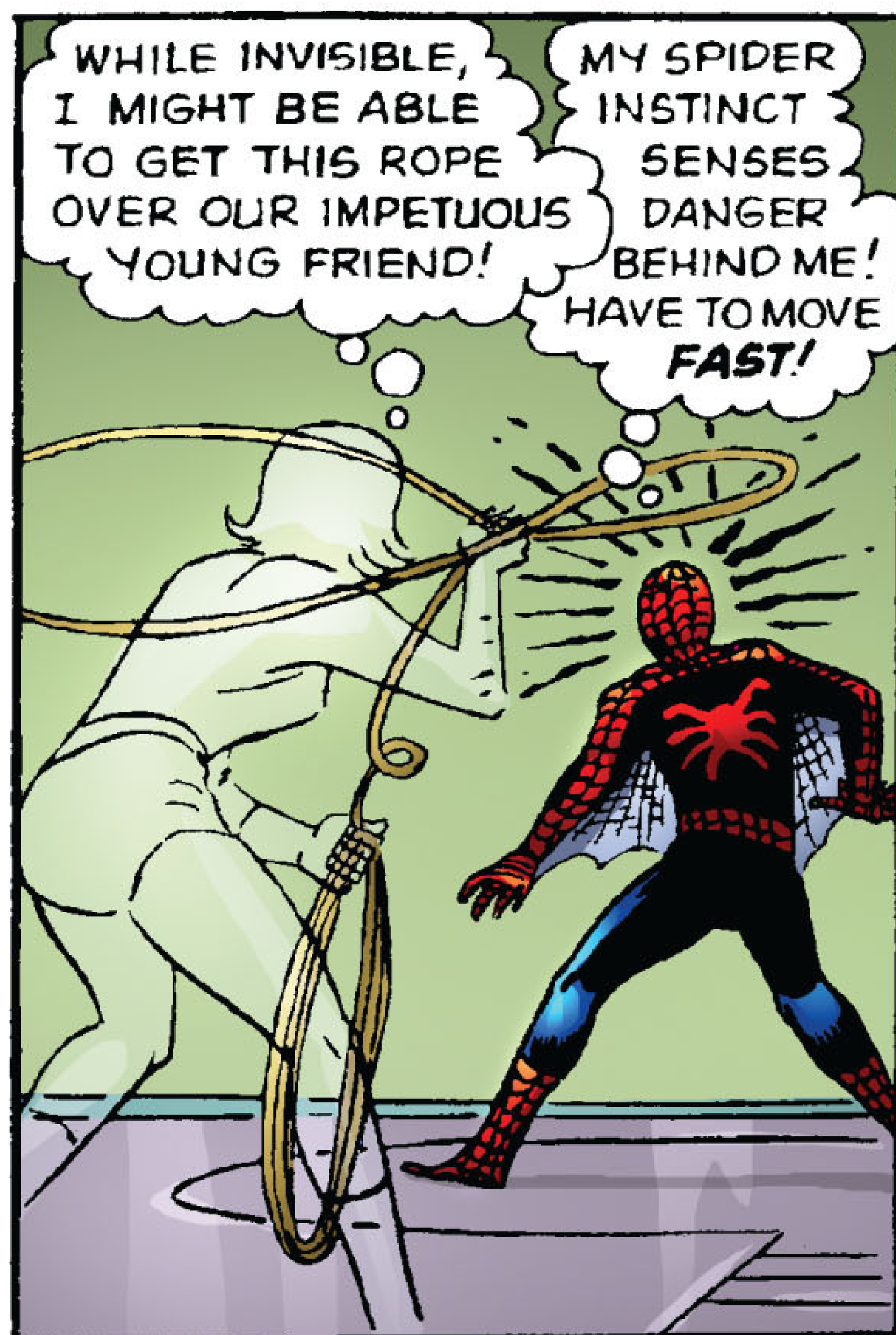
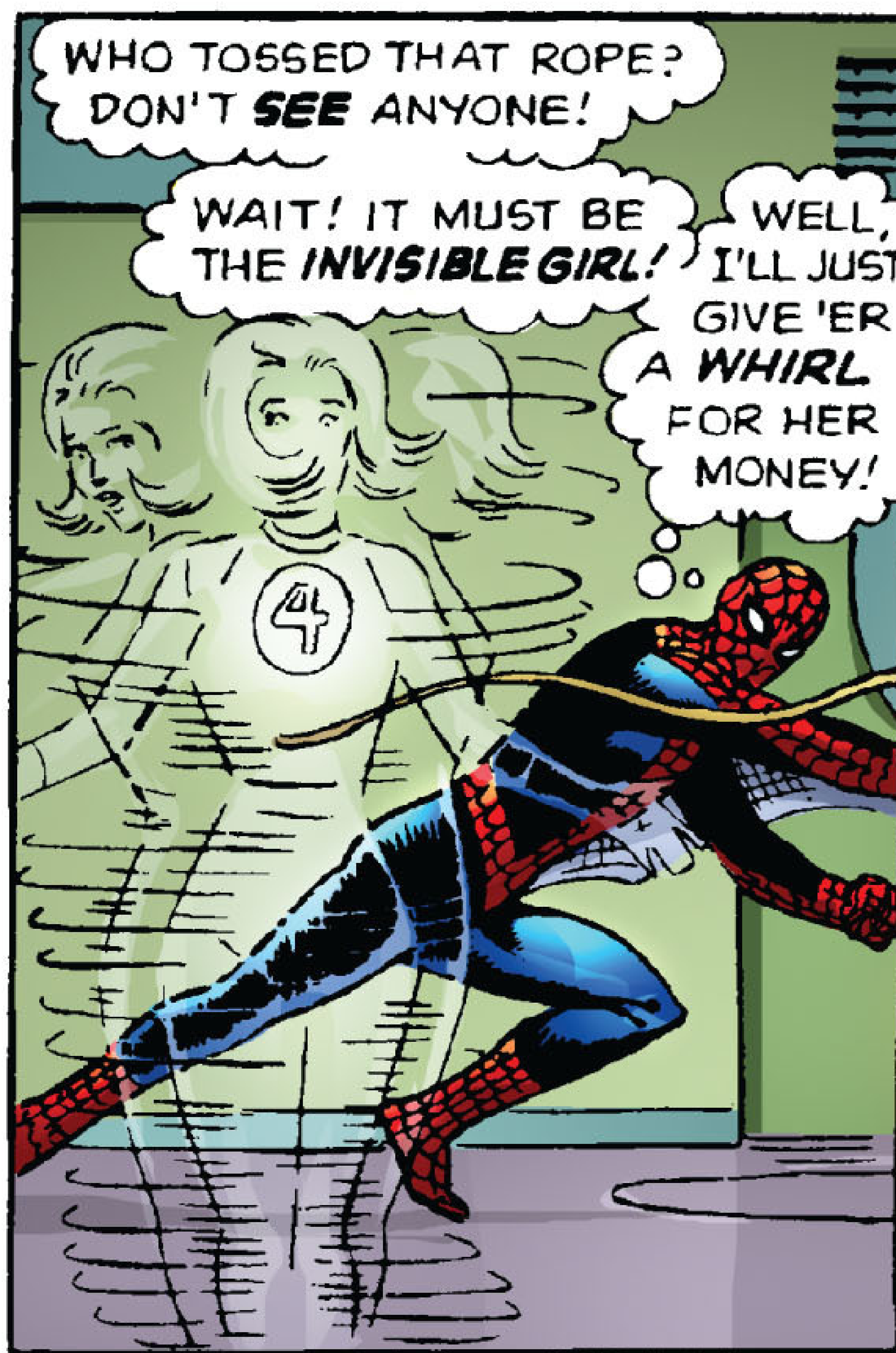

THIS GIZMO MAY KEEP OUT THE RIFF-RAFF, GRUESOME, BUT IT'S A JOKE TO ME!
THAT DEVICE COST US THOUSANDS! IF YOU WRECK IT--


DON'T WORRY, RUBBER-FACE! THIS SQUIRT'S GONNA BE TAUGHT SOME MANNERS, RIGHT NOW!
OWW! YA BIG APE--WHO DO YA THINK YOU'RE PUSHIN' AROUND?


DID YA FORGET YOU'RE MESSIN' WITH A GUY WHO HAS THE PROPORTIONATE STRENGTH OF A SPIDER?
FOR CRYIN' OUT--! THAT'S WHAT I GET FOR PULLIN' MY PUNCH ON ACCOUNTA HIS SIZE!

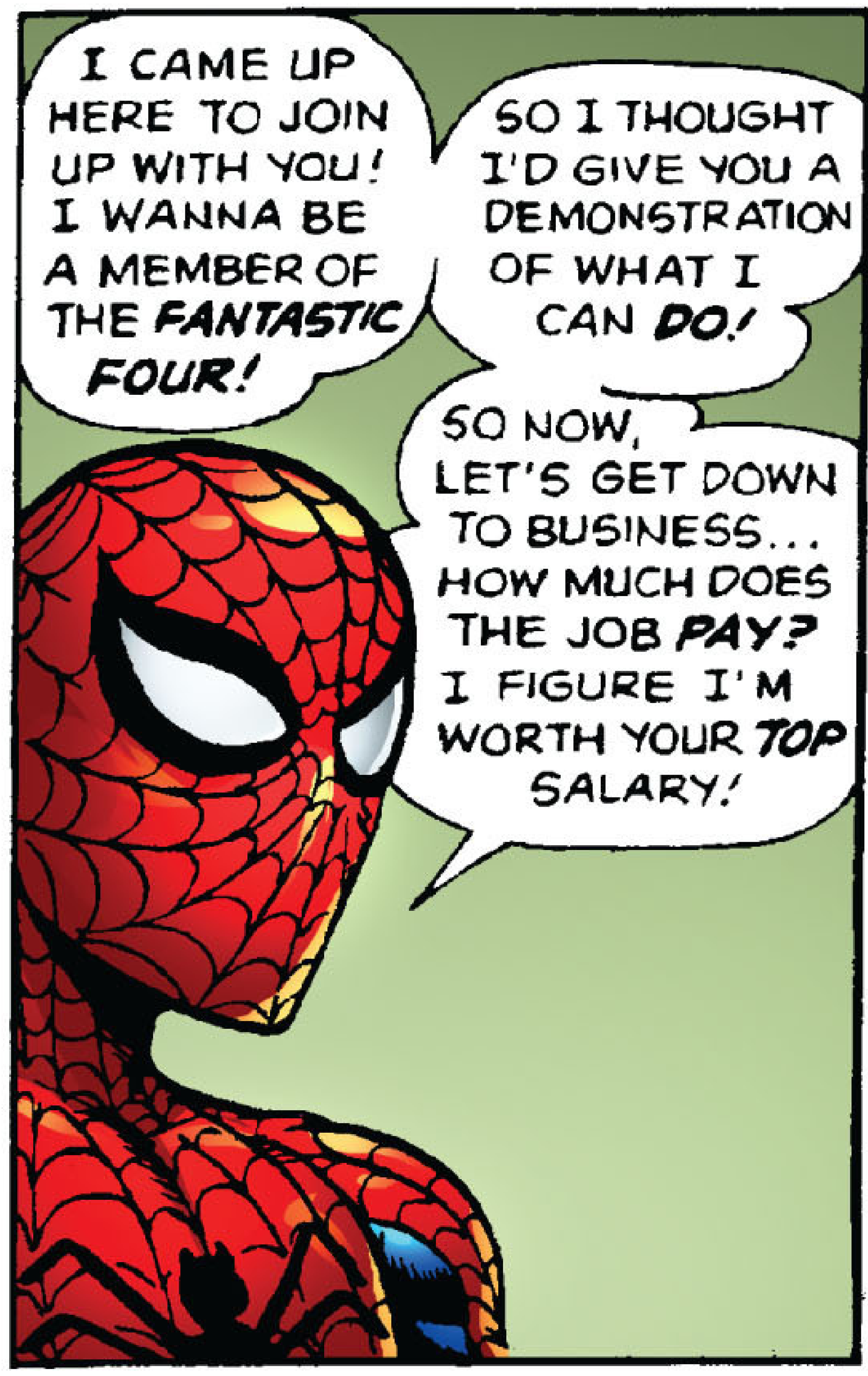
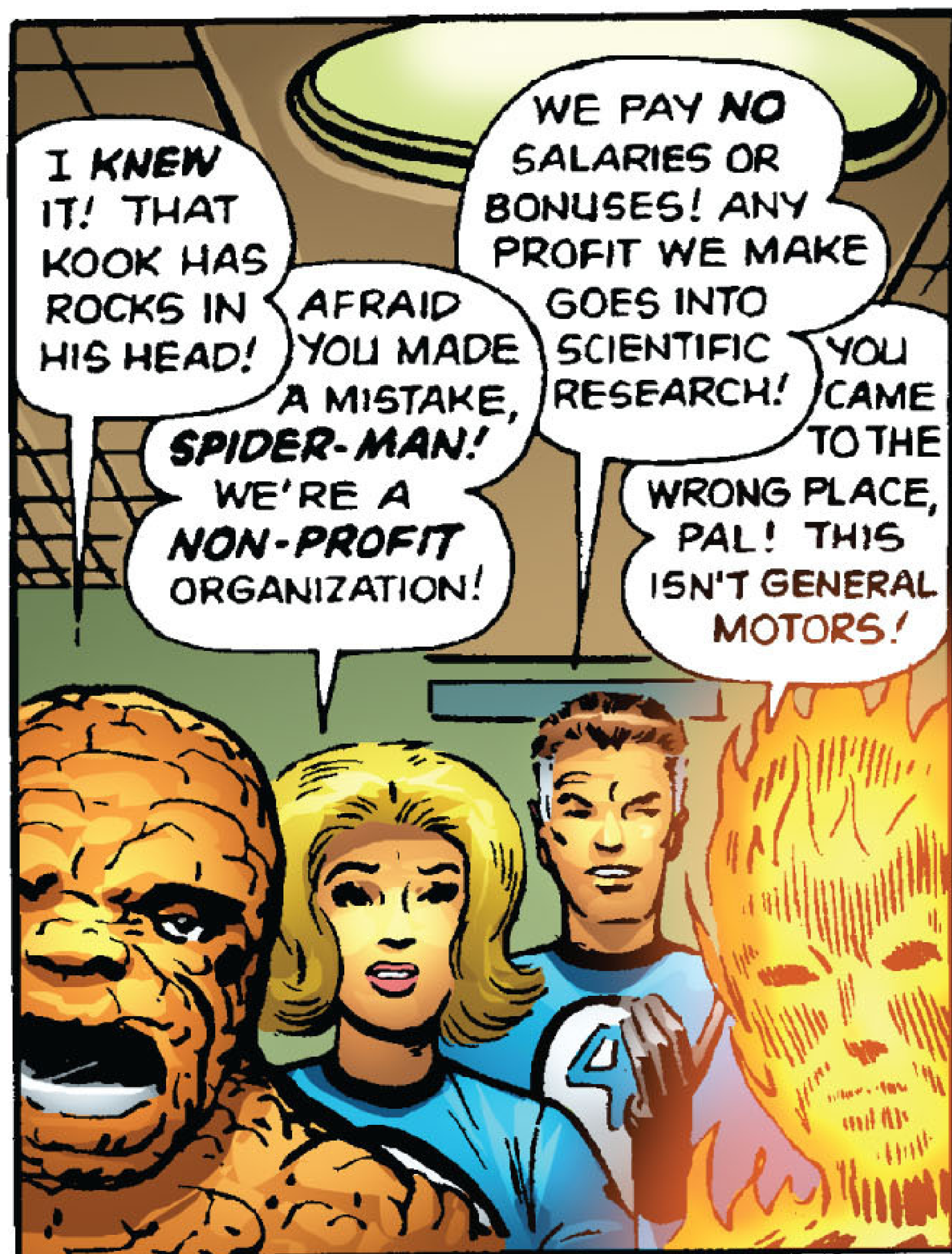
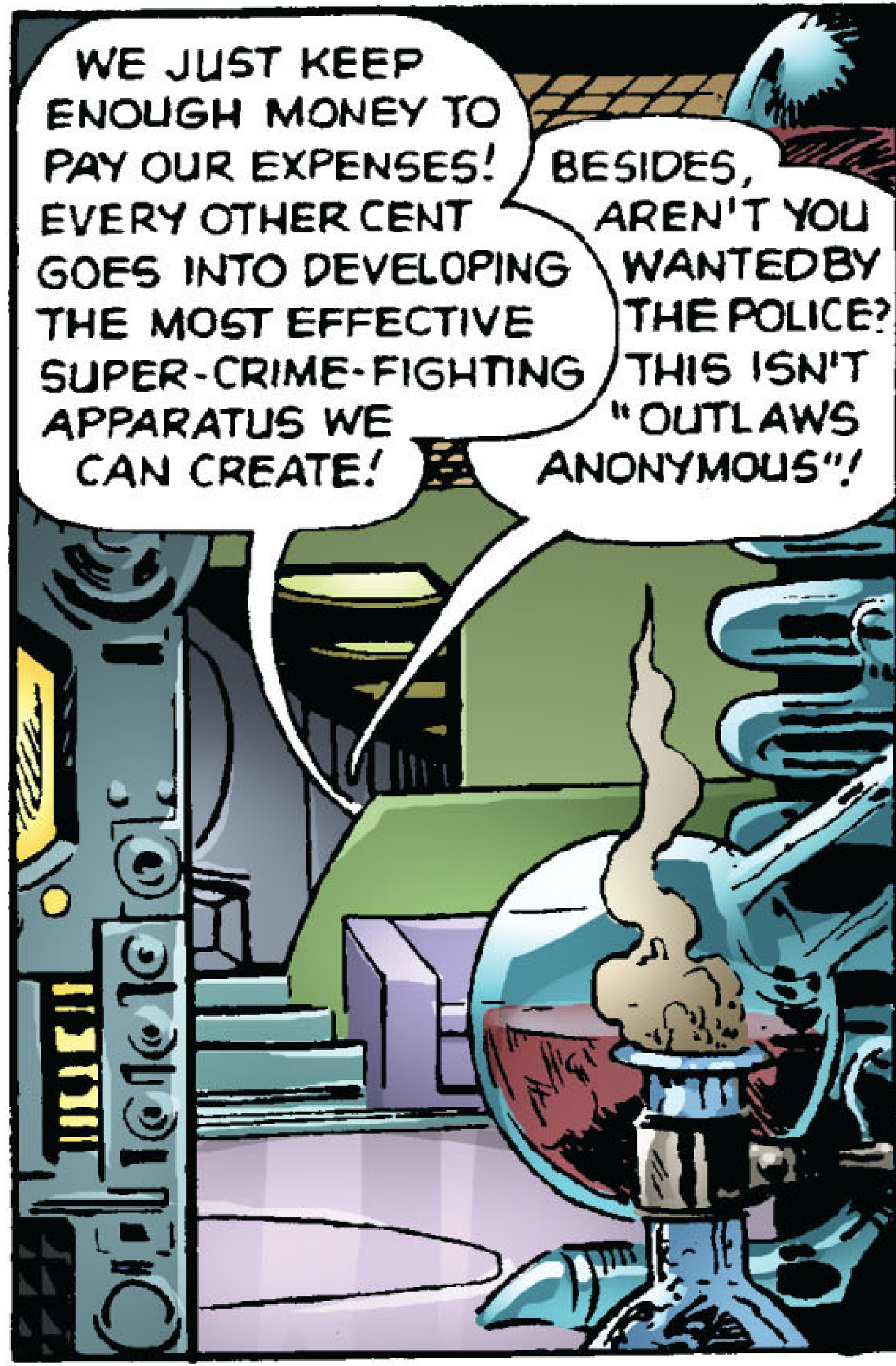

NOW HOLD IT, SON! WE DON'T WANT TO FIGHT WITH ANY STRANGERS--AT LEAST, NOT TILL WE KNOW WHAT WE'RE FIGHTIN' ABOUT!
WHO'S FIGHTIN'? JUST CONSIDER THIS A LITTLE EXHIBITION!


HE CAUGHT MY HAND IN THAT NET OF HIS! HE CERTAINLY DOES LIVE UP TO HIS NAME!
3

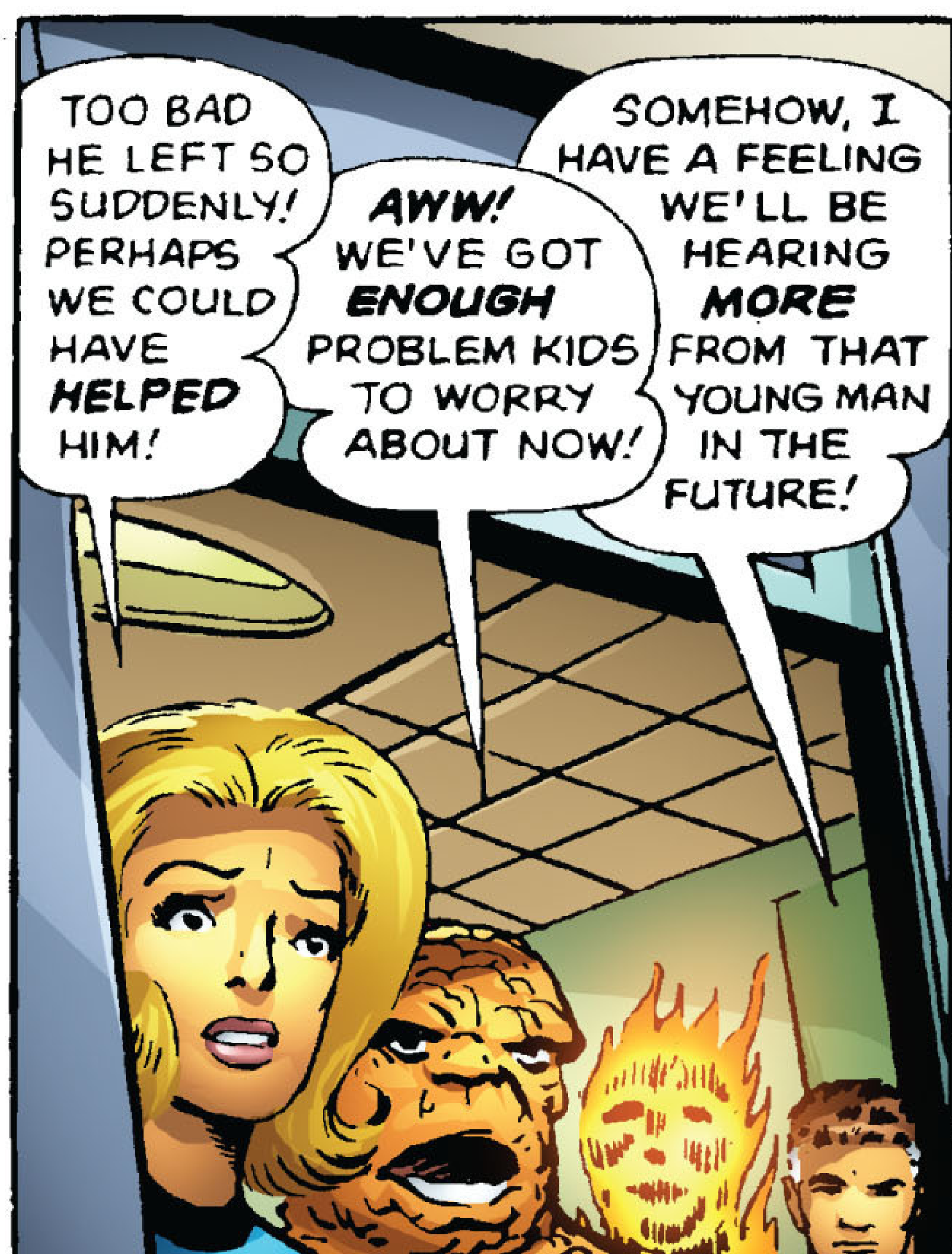

WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!
MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE FAST!

WHO TOSSED THAT ROPE? DON'T SEE ANYONE!
WAIT! IT MUST BE THE INVISIBLE GIRL!
WELL, I'LL JUST GIVE 'ER A WHIRL FOR HER MONEY!

THAT'S IT, YOU ANIMATED INSECT! FUN'S OVER! I'LL SETTLE YOU NOW!
FLAME ON!
HE'S GOT ME IN A CIRCLE OF FLAME!

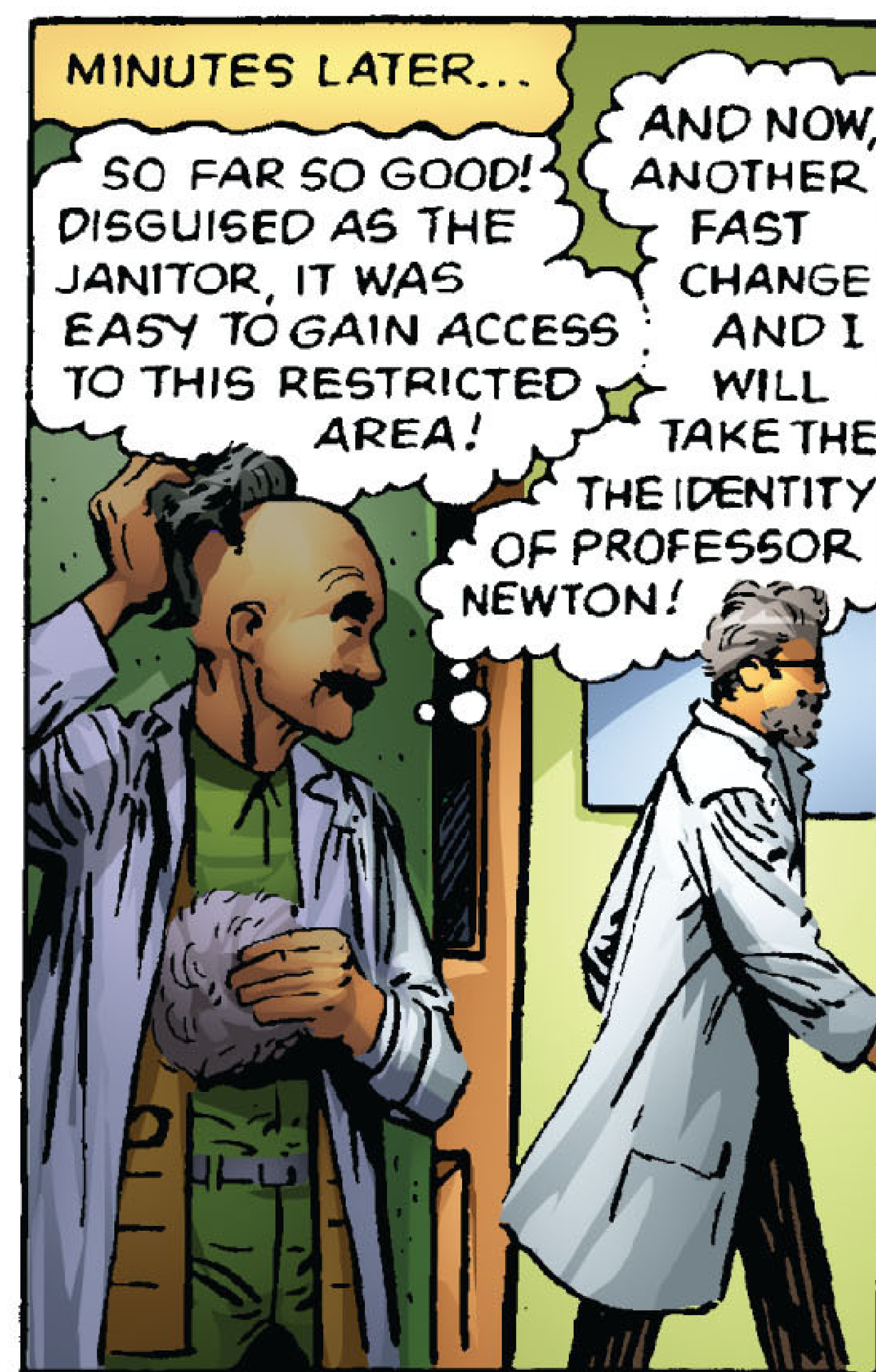
WELL, I'LL JUST JUMP OVER THAT CLOWN'S LITTLE TRAP...
...AND KEEP OUTTA REACH UNTIL HIS FLAME DIES DOWN!
THEN IT'LL BE MY TURN!
HEY! STAY STILL, DARN IT!

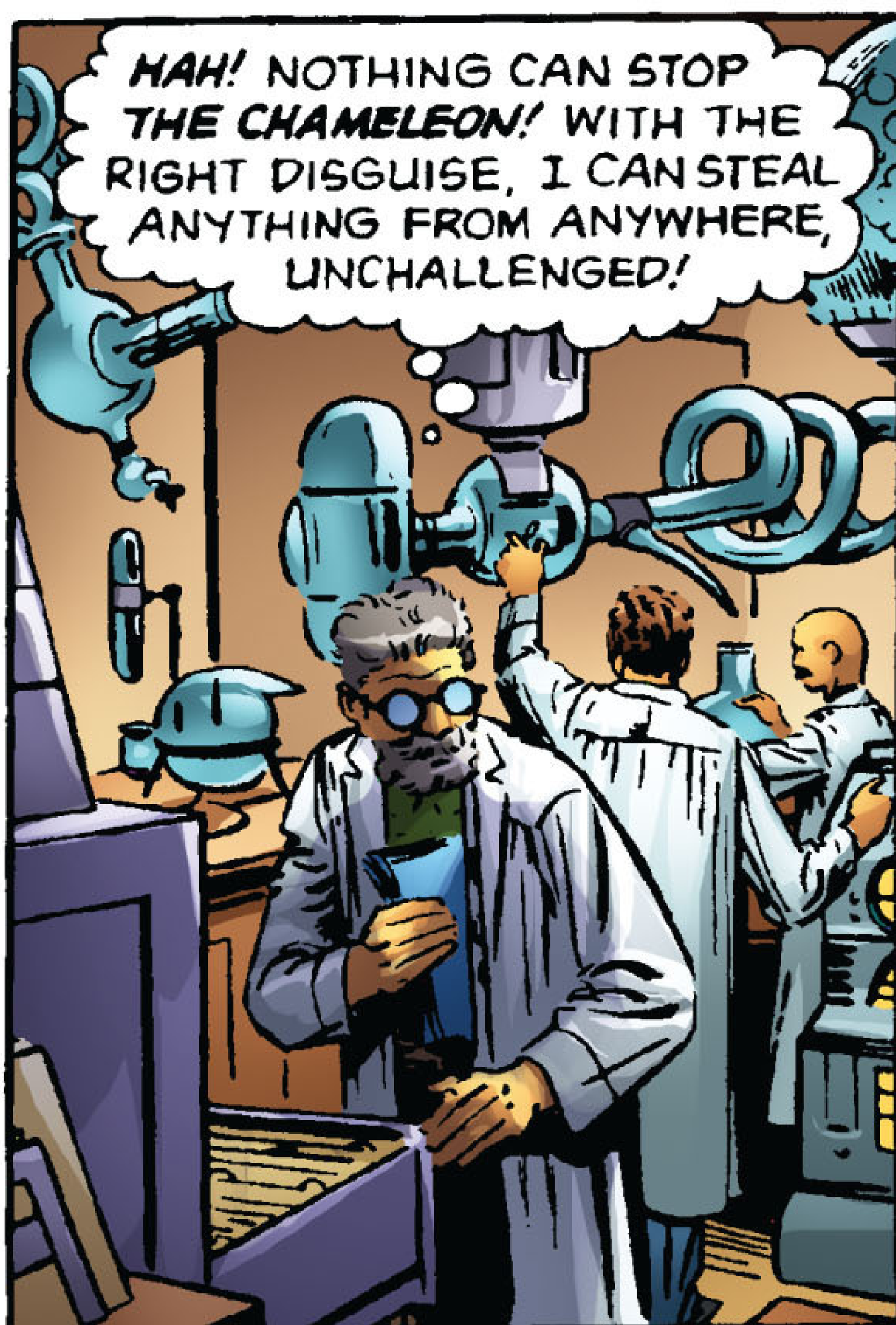
OKAY--THAT'S IT! NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET HURT! NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!
GET OUTTA THE WAY, KILL-JOY! GIMME ANOTHER CRACK AT 'IM!
IT'S ABOUT TIME SOME-ONE ASKED ME!

I CAME UP HERE TO JOIN UP WITH YOU! I WANNA BE A MEMBER OF THE FANTASTIC FOUR!
SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN DO!
SO NOW, LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE JOB PAY? I FIGURE I'M WORTH YOUR TOP SALARY!

I KNEW IT! THAT KOOK HAS ROCKS IN HIS HEAD!
AFRAID YOU MADE A MISTAKE, SPIDER-MAN! WE'RE A NON-PROFIT ORGANIZATION!
WE PAY NO SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!
YOU CAME TO THE WRONG PLACE, PAL! THIS ISN'T GENERAL MOTORS!

WE JUST KEEP ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!
BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!

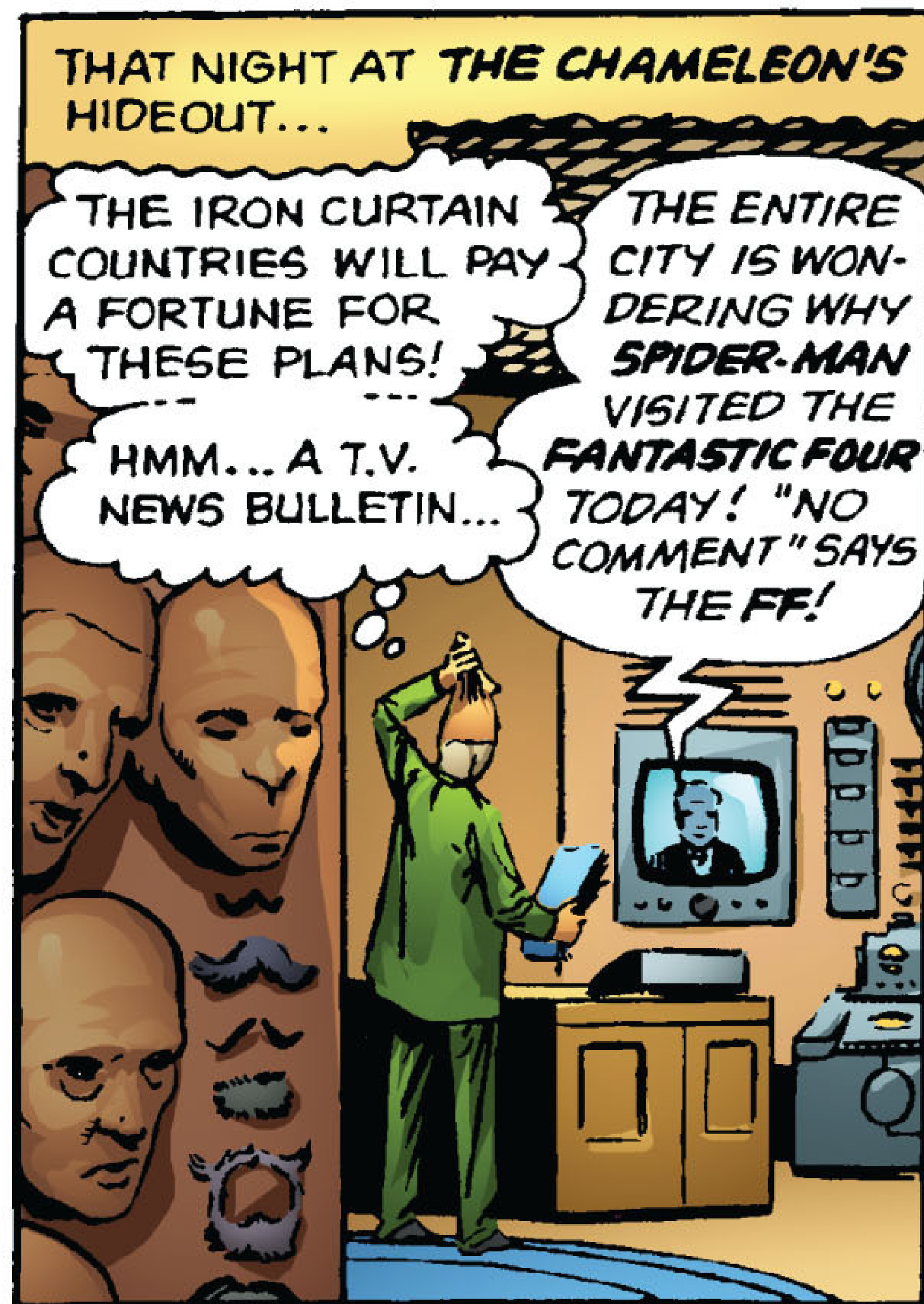
I MIGHT HAVE KNOWN! YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE WORST OF ANYONE!
OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE PIKERS!
WAIT! COME BACK!
4

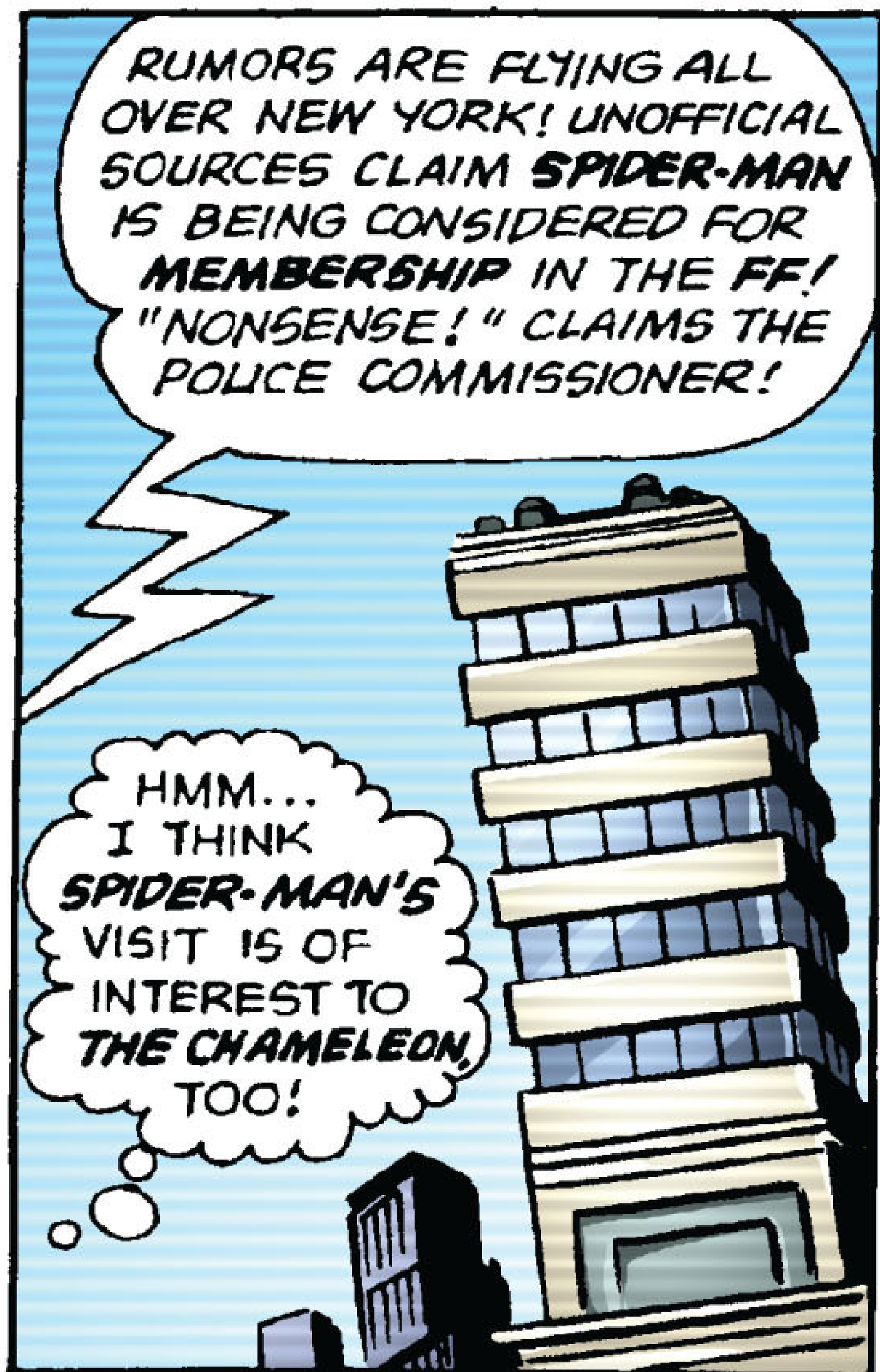

TOO BAD HE LEFT SO SUDDENLY! PERHAPS WE COULD HAVE HELPED HIM!
AWW! WE'VE GOT ENOUGH PROBLEM KIDS TO WORRY ABOUT NOW!
SOMEHOW, I HAVE A FEELING WE'LL BE HEARING MORE FROM THAT YOUNG MAN IN THE FUTURE!


AND NOW OUR SCENE SHIFTS TO A DEFENSE INSTALLATION AT THE EDGE OF TOWN...
WITH MY MULTI-POCKET DISGUISE VEST, IT WILL BE AN EASY MATTER FOR THE CHAMELEON TO BECOME YOU, FRIEND JANITOR!


MINUTES LATER...
SO FAR SO GOOD! DISGUISED AS THE JANITOR, IT WAS EASY TO GAIN ACCESS TO THIS RESTRICTED AREA!
AND NOW, ANOTHER FAST CHANGE AND I WILL TAKE THE THE IDENTITY OF PROFESSOR NEWTON!

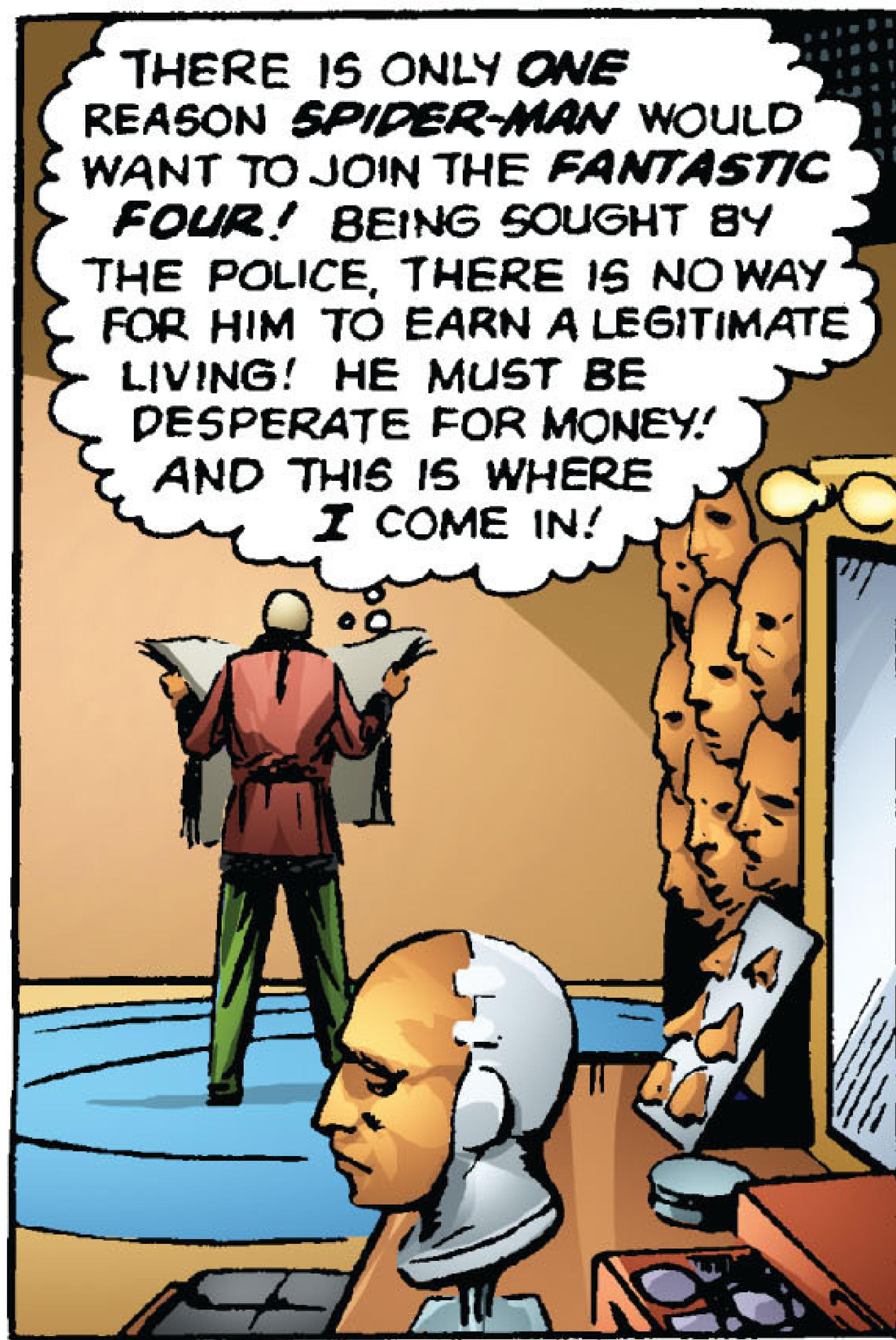

HAH! NOTHING CAN STOP THE CHAMELEON! WITH THE RIGHT DISGUISE, I CAN STEAL ANYTHING FROM ANYWHERE, UNCHALLENGED!

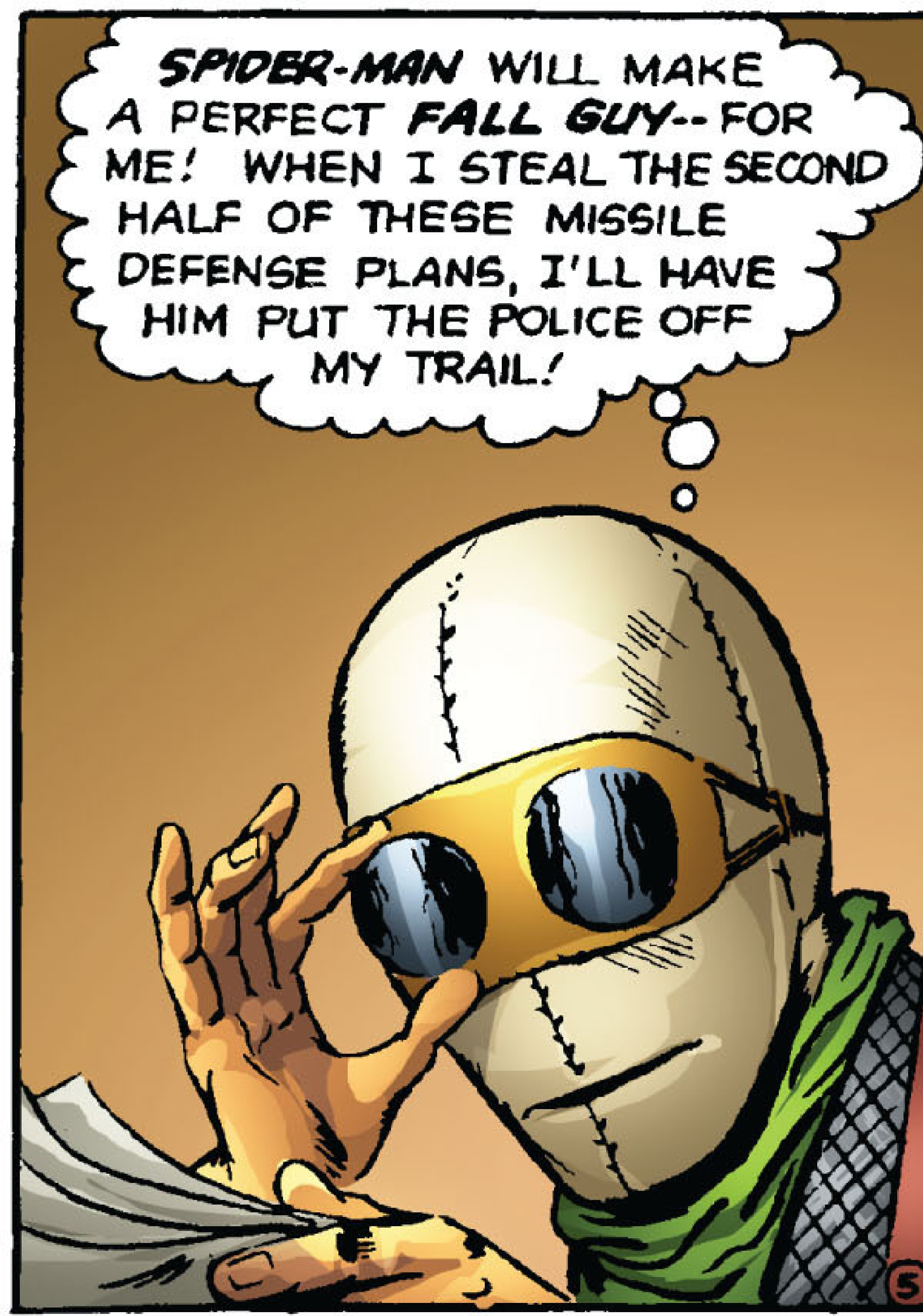

THAT NIGHT AT THE CHAMELEON'S HIDEOUT...
THE IRON CURTAIN COUNTRIES WILL PAY A FORTUNE FOR THESE PLANS!
HMM... A T.V. NEWS BULLETIN...
THE ENTIRE CITY IS WONDERING WHY SPIDER-MAN VISITED THE FANTASTIC FOUR TODAY! "NO COMMENT" SAYS THE FF!


RUMORS ARE FLYING ALL OVER NEW YORK! UNOFFICIAL SOURCES CLAIM SPIDER-MAN IS BEING CONSIDERED FOR MEMBERSHIP IN THE FF! "NONSENSE!" CLAIMS THE POLICE COMMISSIONER!
HMM... I THINK SPIDER-MAN'S VISIT IS OF INTEREST TO THE CHAMELEON, TOO!


YES, INDEED-- VERY INTERESTING!
ILY GLOBE
LATEST ON SPIDER-MAN
GRAND JURY REQUESTS IMMEDIATE PROBE
The F.B.I. has been alerted for possible action

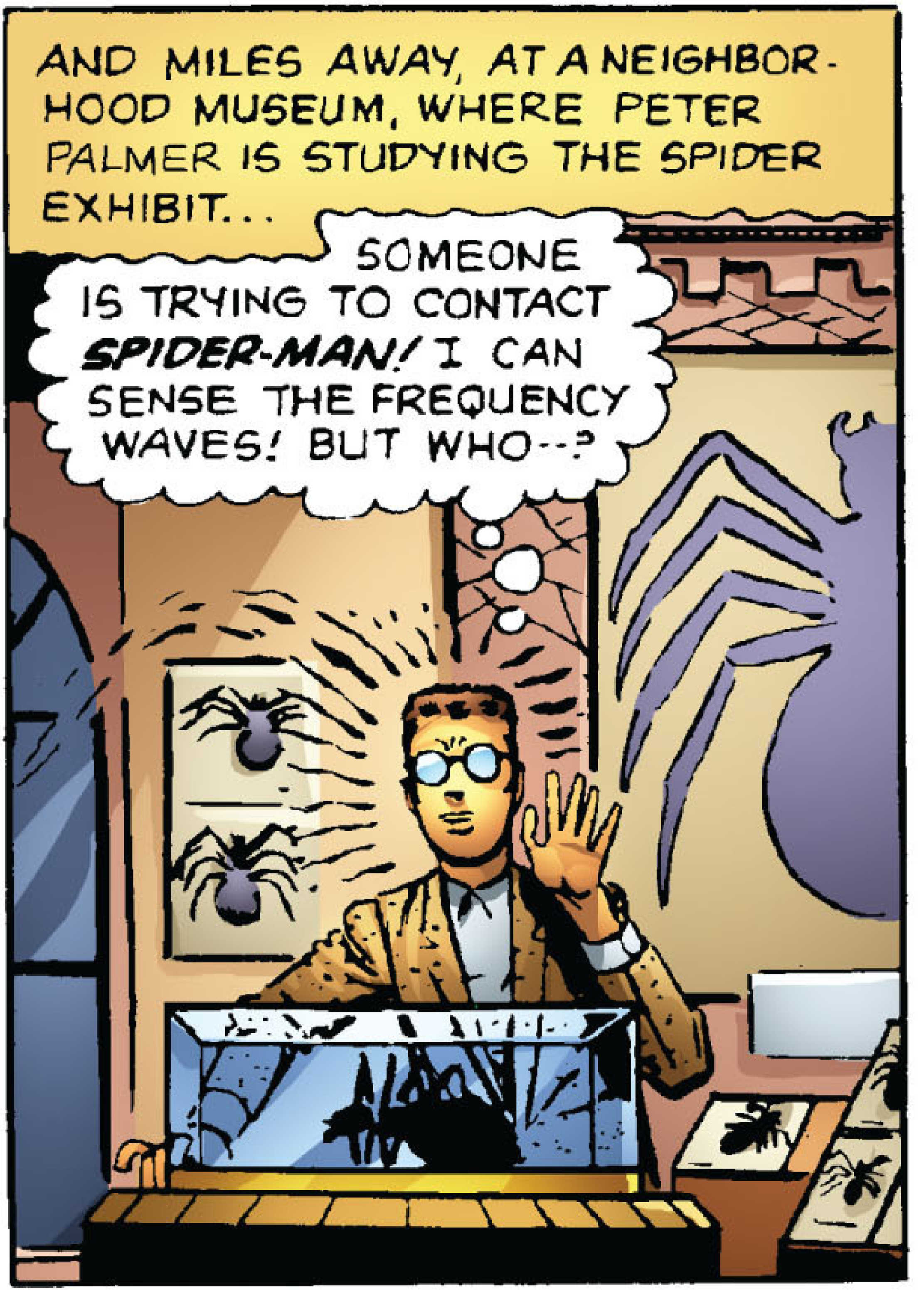



THERE IS ONLY ONE REASON SPIDER-MAN WOULD WANT TO JOIN THE FANTASTIC FOUR! BEING SOUGHT BY THE POLICE, THERE IS NO WAY FOR HIM TO EARN A LEGITIMATE LIVING! HE MUST BE DESPERATE FOR MONEY! AND THIS IS WHERE I COME IN!


SPIDER-MAN WILL MAKE A PERFECT FALL GUY-- FOR ME! WHEN I STEAL THE SECOND HALF OF THESE MISSILE DEFENSE PLANS, I'LL HAVE HIM PUT THE POLICE OFF MY TRAIL!
5


SPIDER-MAN HAS THE POWERS AND INSTINCTS OF A SPIDER! SO I WILL SEND HIM A MESSAGE THAT ONLY HIS SPIDER SENSES WILL BE ABLE TO PICK UP!

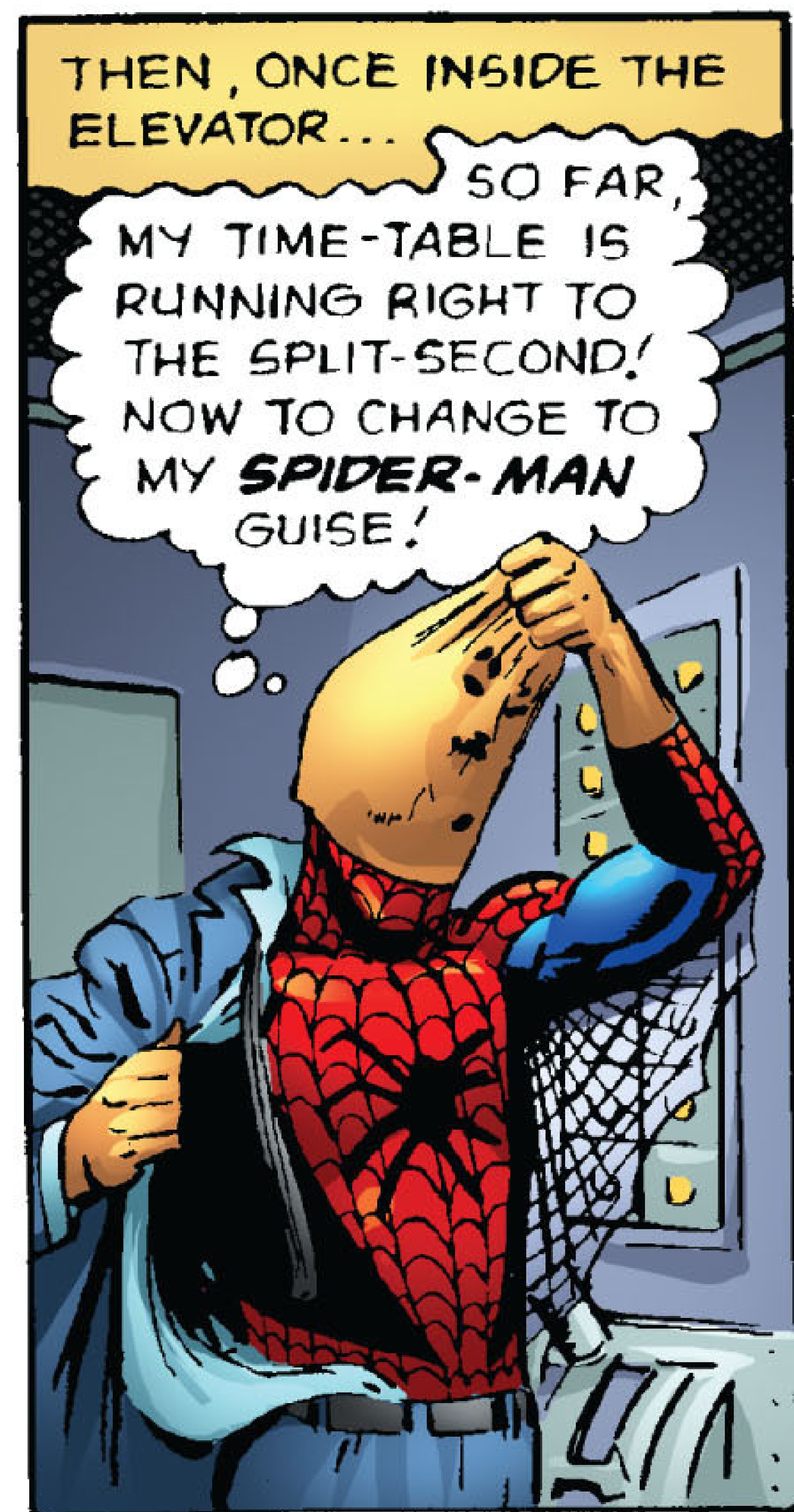

CALLING SPIDER-MAN! MEET ME ON ROOF OF LARK BUILDING AT TEN TONIGHT! IT WILL BE VERY PROFITABLE FOR YOU!

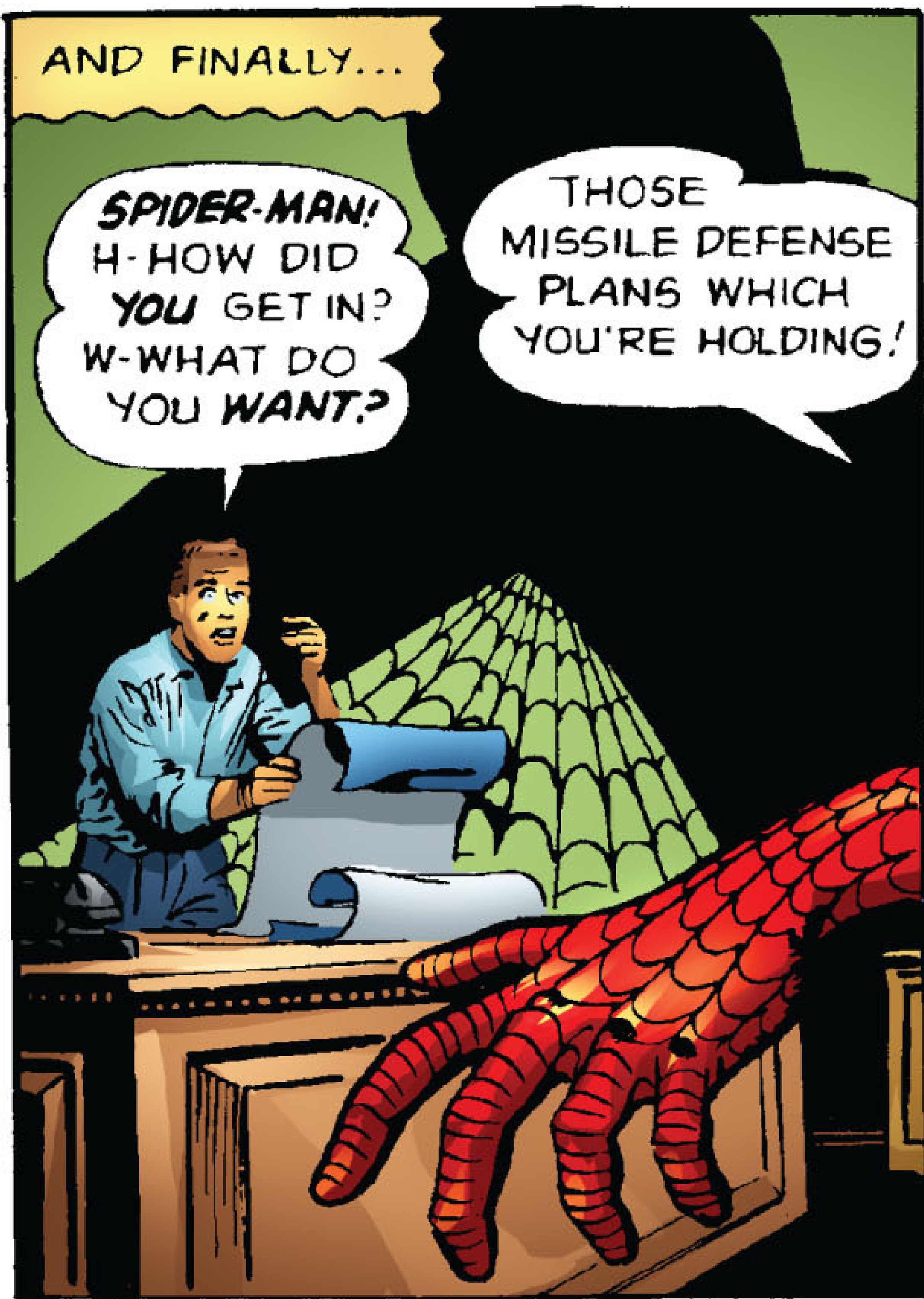

AND MILES AWAY, AT A NEIGHBOR-HOOD MUSEUM, WHERE PETER PALMER IS STUDYING THE SPIDER EXHIBIT...
SOMEONE IS TRYING TO CONTACT SPIDER-MAN! I CAN SENSE THE FREQUENCY WAVES! BUT WHO--?


WELL, NO MATTER WHO IT IS, I CAN'T AFFORD TO PASS UP A CHANCE FOR PROFIT! I'LL JUST LEAVE MY CLOTHES UP HERE, AND THEN...


A FEW MINUTES BEFORE TEN P.M....
ALMOST TIME FOR ME TO TAKE OVER THE ELEVATOR NIGHT SHIFT!
YES, IT IS TIME! BUT NOT FOR YOU--FOR THE CHAMELEON!


AFTER BINDING AND GAGGING THE REAL ELEVATOR OPERATOR, THE BOGUS ONE BRAZENLY TAKES HIS PLACE!
I'LL RELIEVE YOU NOW!
IT'S ABOUT TIME! I'M BUSHED!

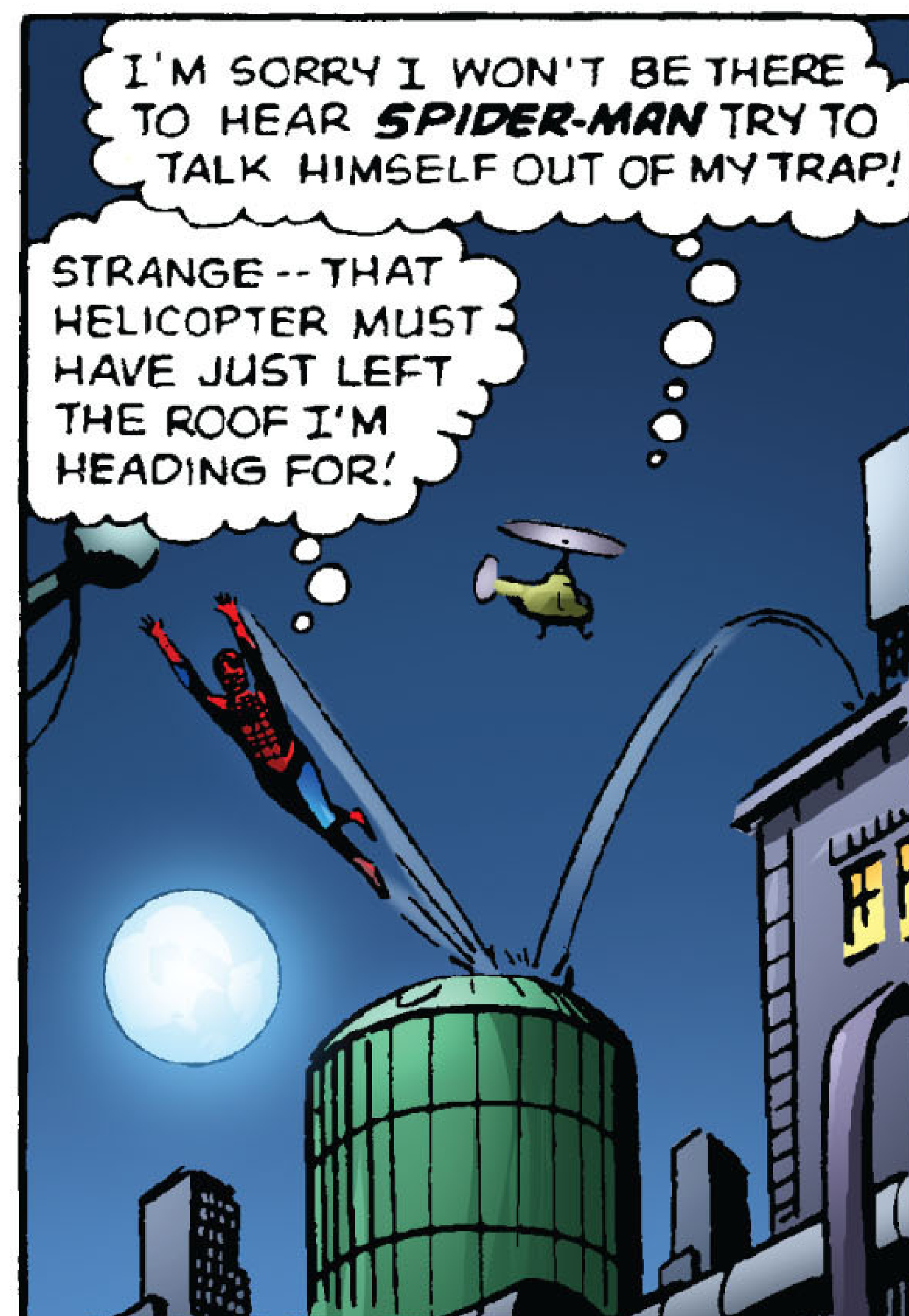

THEN, ONCE INSIDE THE ELEVATOR...
SO FAR, MY TIME-TABLE IS RUNNING RIGHT TO THE SPLIT-SECOND! NOW TO CHANGE TO MY SPIDER-MAN GUISE!


AND FINALLY...
SPIDER-MAN! H-HOW DID YOU GET IN? W-WHAT DO YOU WANT?
THOSE MISSILE DEFENSE PLANS WHICH YOU'RE HOLDING!


I CAN'T BELIEVE IT! YOU-- A TRAITOR! WAIT--
MY WEB WILL KEEP YOU A PRISONER UNTIL I CAN ESCAPE!
THIS ARTIFICIAL WEB ISN'T AS STRONG AS SPIDER-MAN'S REAL ONE, BUT NO ONE'LL NOTICE THE DIFFERENCE!
6


SECONDS LATER...
HELP! POLICE! SPIDER-MAN'S HEADING FOR THE ROOF WITH STOLEN PLANS! HELP!!
HE FINALLY BROKE FREE! GOOD! IT'S ALL GOING ACCORDING TO PLAN!


HERE'S MY SHIP! I CAN'T FAIL NOW!
I'LL BE GONE JUST BEFORE THE REAL SPIDER-MAN GETS HERE!


I'M SORRY I WON'T BE THERE TO HEAR SPIDER-MAN TRY TO TALK HIMSELF OUT OF MY TRAP!
STRANGE -- THAT HELICOPTER MUST HAVE JUST LEFT THE ROOF I'M HEADING FOR!

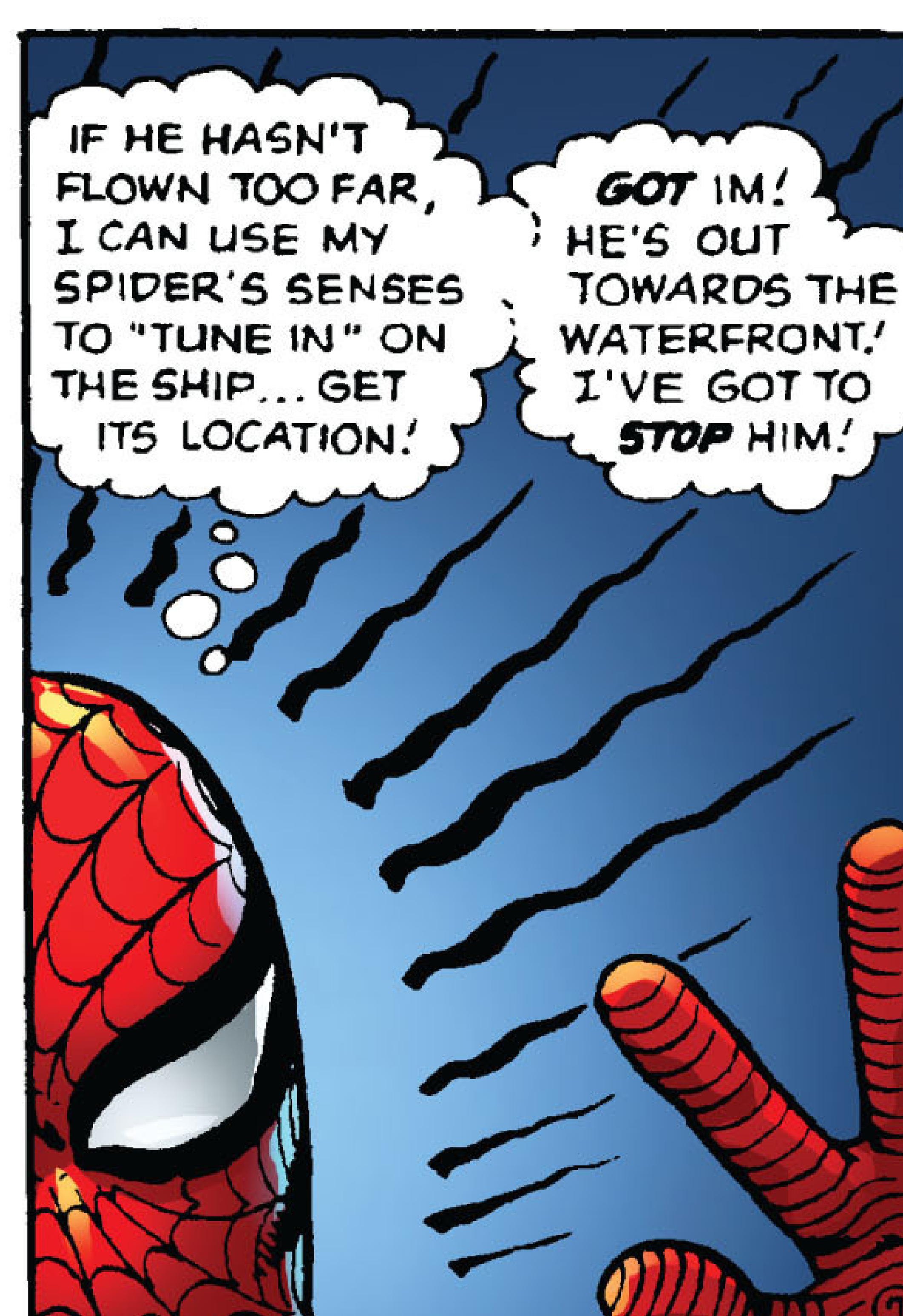

I WONDER WHO SENT FOR ME? NOBODY IS WAITING ON THE ROOF!


LOOK! THERE HE IS!
FREEZE, SPIDER-MAN! WE WANT THOSE SECRET PLANS YOU STOLE!
PLANS?... STOLE?... I'M BEGINNIN' TO SMELL A RAT!


I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT NOBODY'S FRAMIN' ME FOR ANYTHING!
THAT'LL HOLD YOU TILL I CAN GET AWAY!


WHAT A FOOL I WAS! THE MESSAGE WAS A TRICK TO PIN A CRIME ON ME! AND I FELL FOR IT!

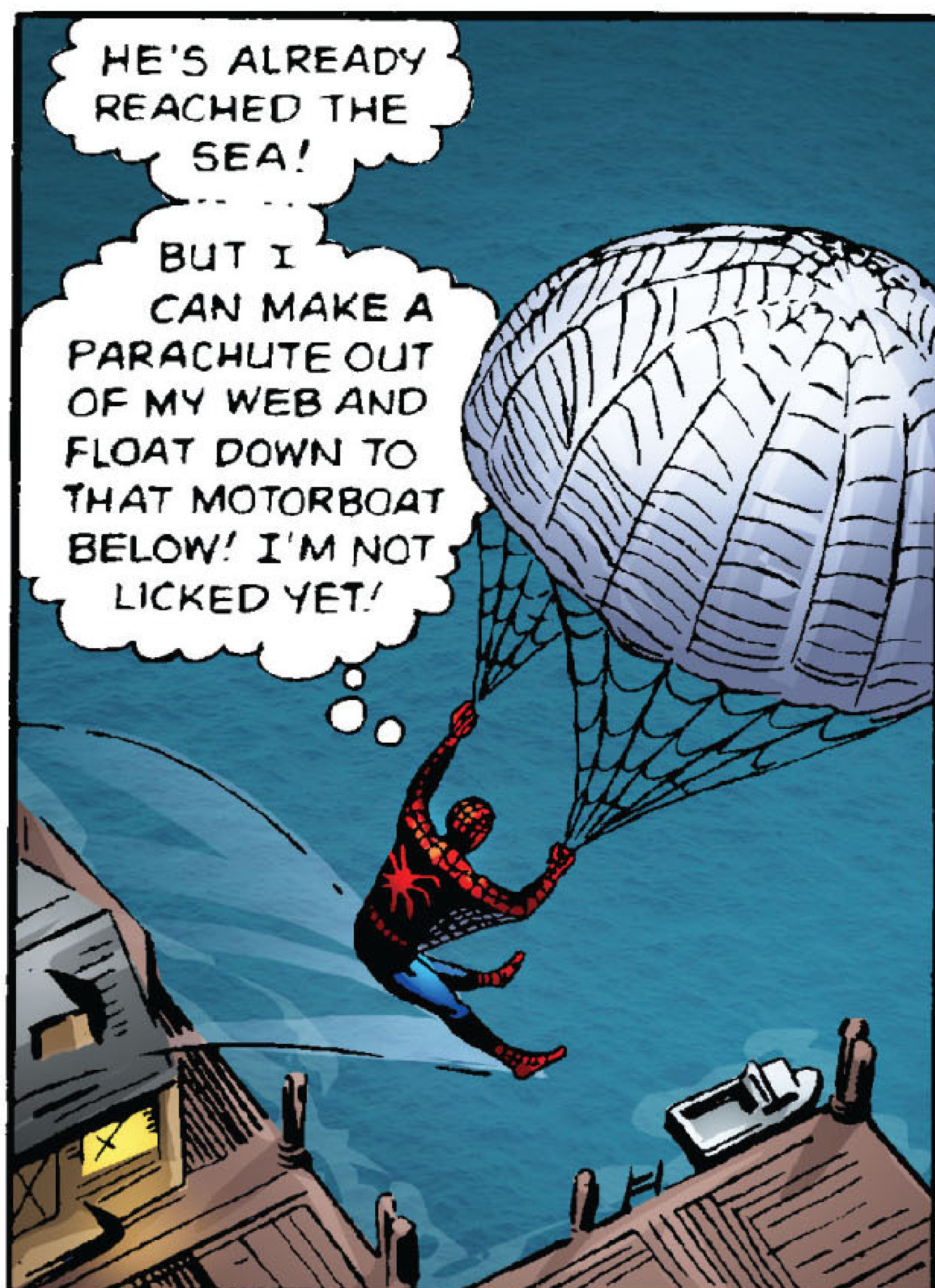

BUT WHO COULD HAVE--? WAIT! THAT HELICOPTER! THE PILOT IS THE ONE THE POLICE REALLY WANT!

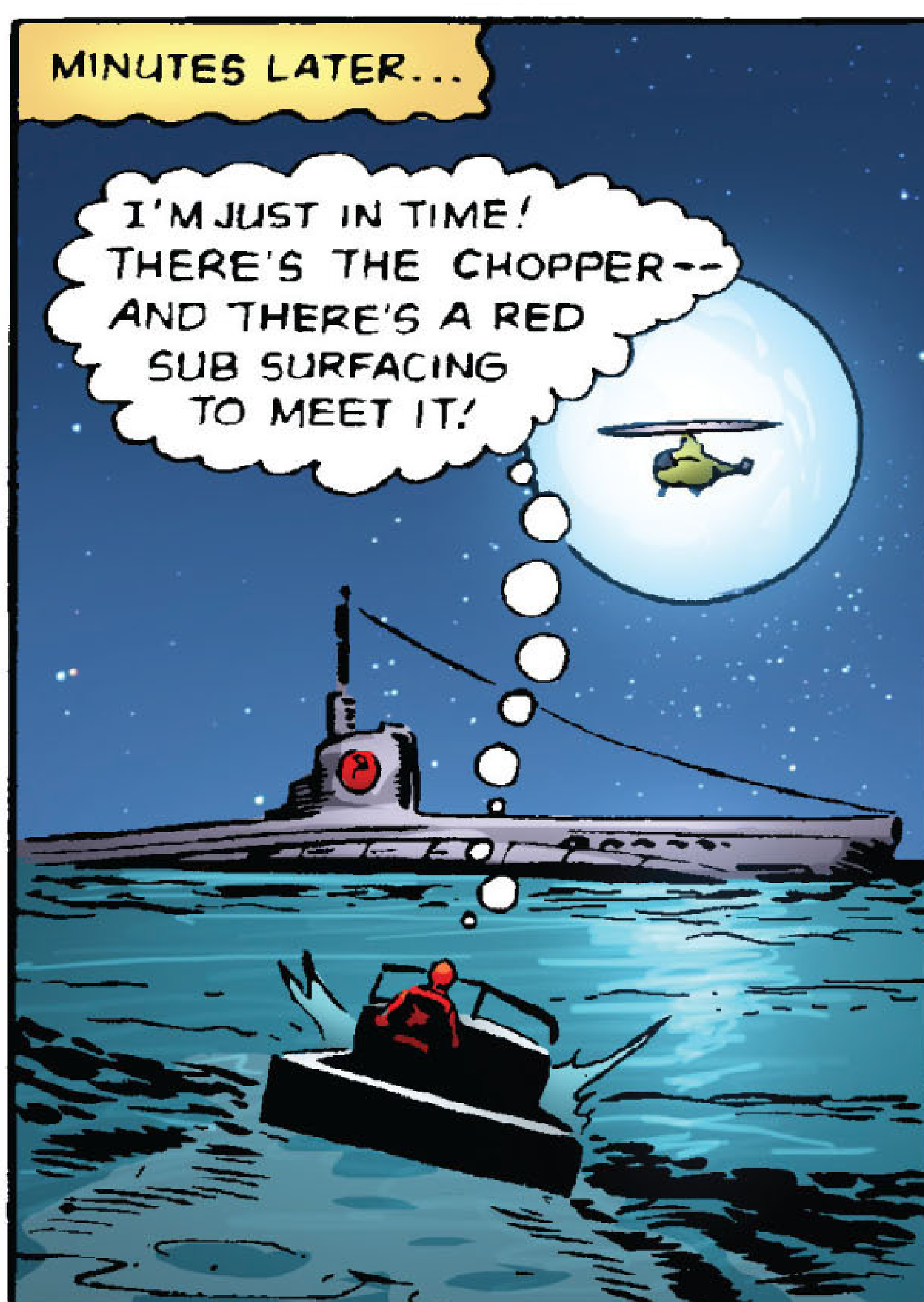

IF HE HASN'T FLOWN TOO FAR, I CAN USE MY SPIDER'S SENSES TO "TUNE IN" ON THE SHIP... GET ITS LOCATION!
GOT 'IM! HE'S OUT TOWARDS THE WATERFRONT! I'VE GOT TO STOP HIM!

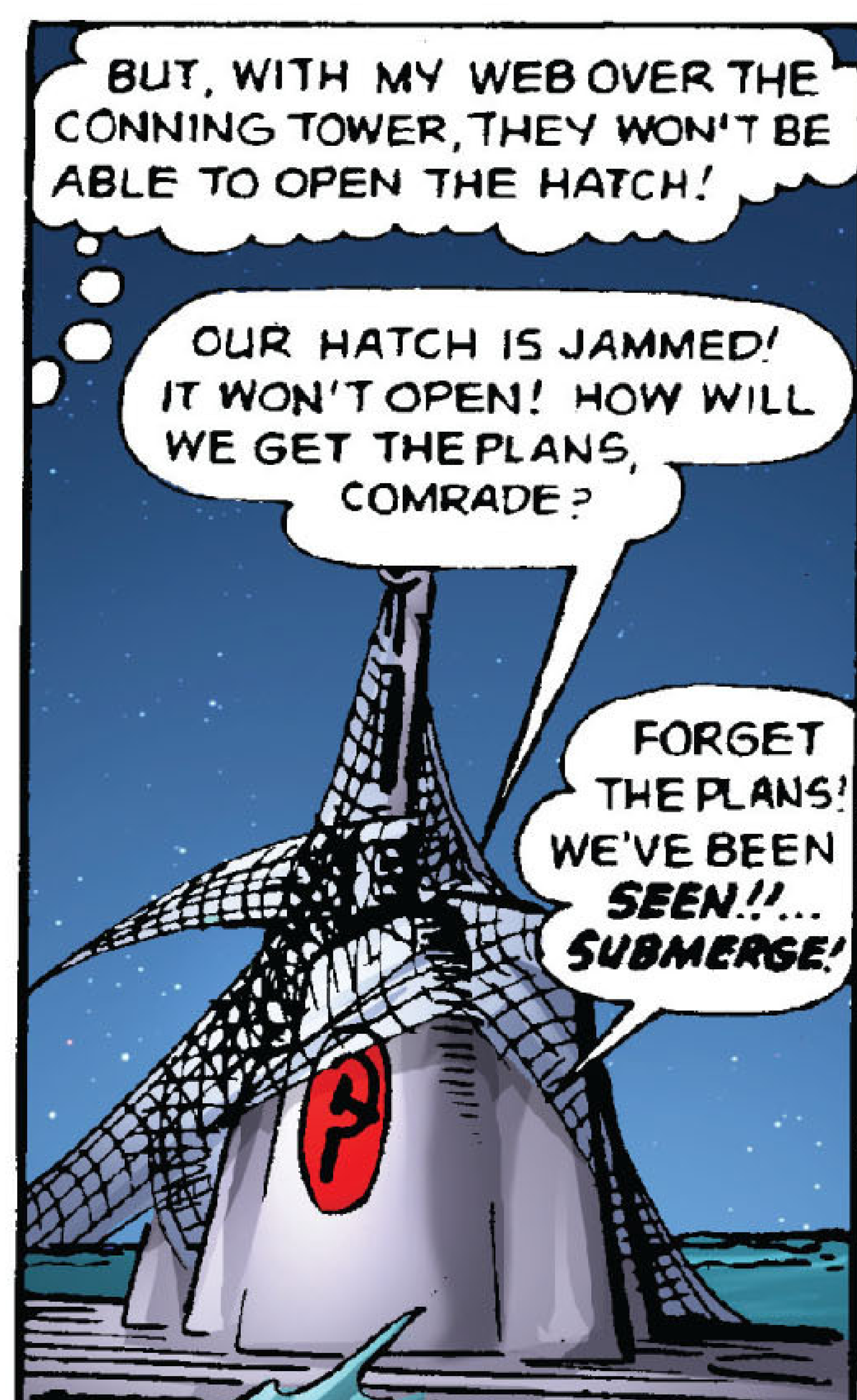

WELL, IF I'M GOING TO CATCH ME A SPEEDING WHIRLEY-BIRD, THERE'S ONLY ONE WAY TO DO IT...

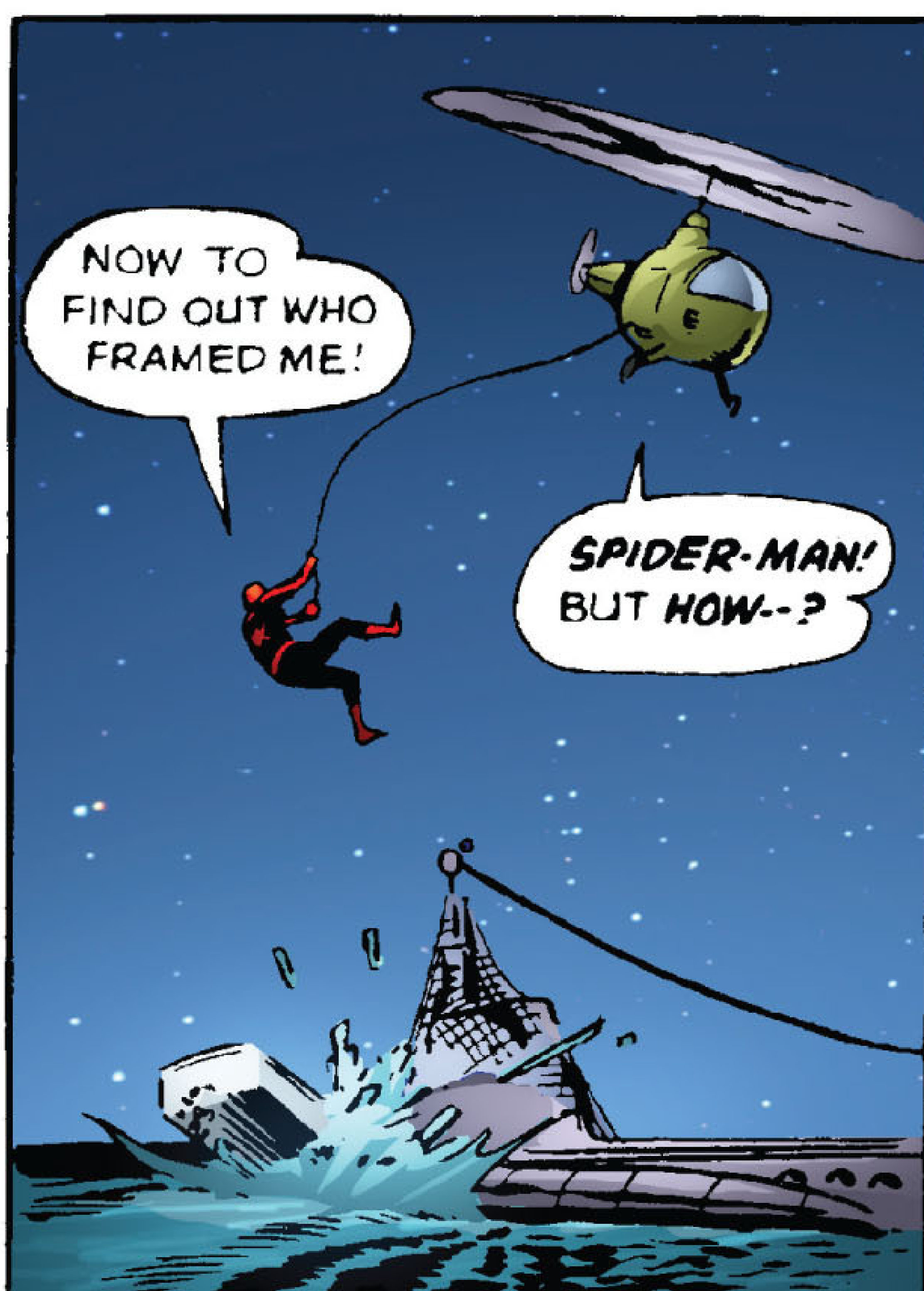

...AND THAT IS...

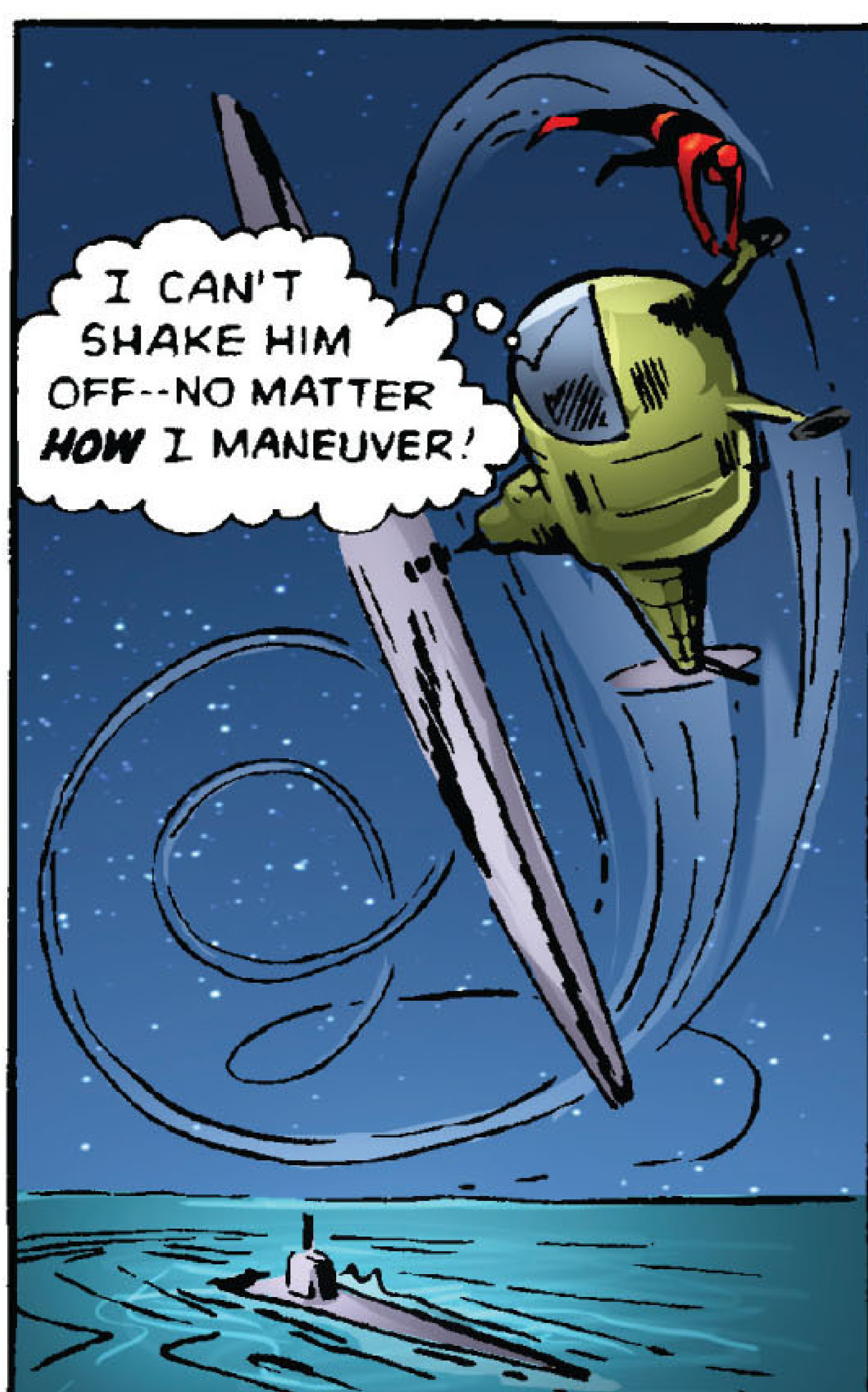

...TO GET A REAL FAST START! LIKE THIS!
TWANNNG!

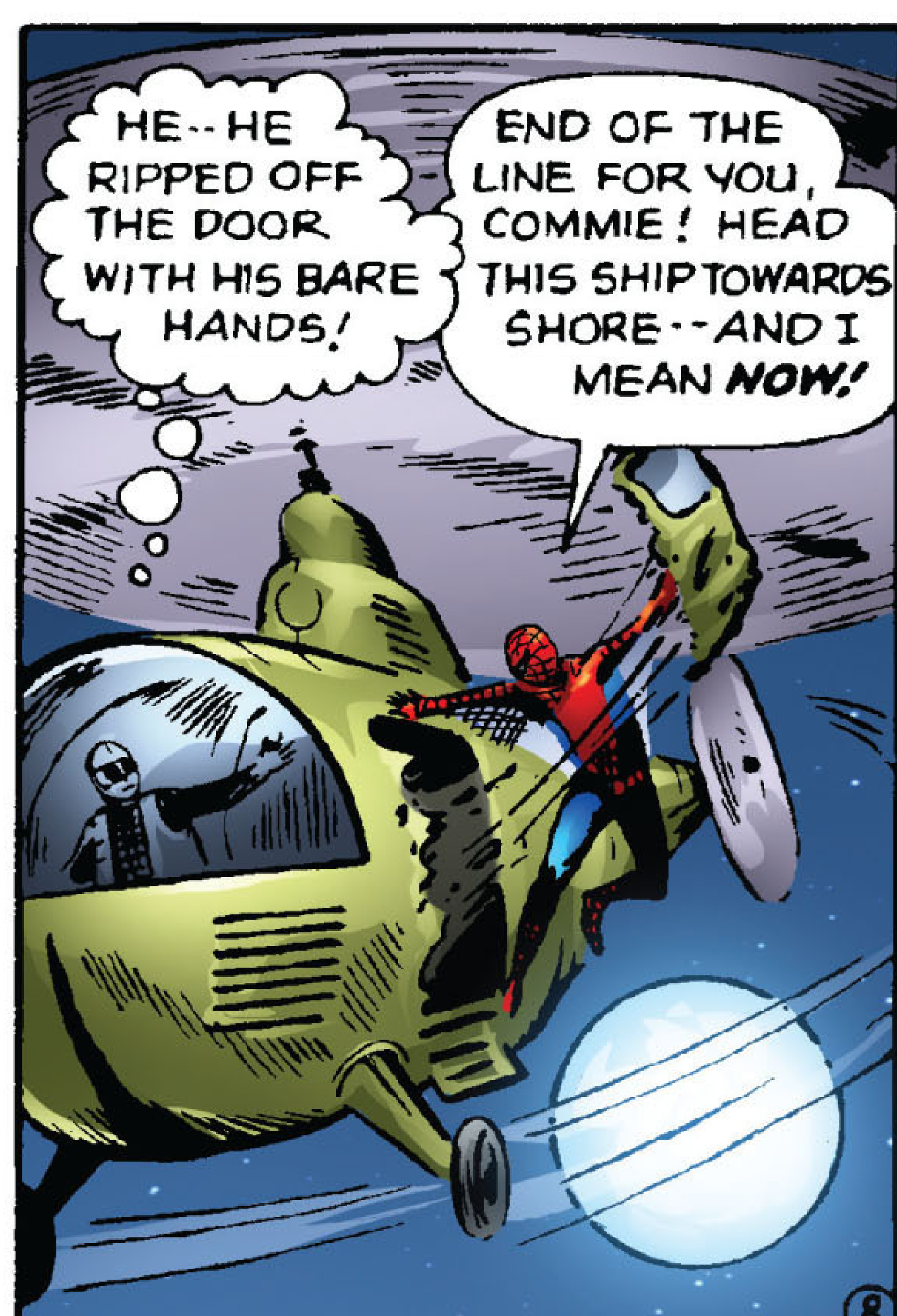

HE'S ALREADY REACHED THE SEA!
BUT I CAN MAKE A PARACHUTE OUT OF MY WEB AND FLOAT DOWN TO THAT MOTORBOAT BELOW! I'M NOT LICKED YET!


MINUTES LATER...
I'M JUST IN TIME! THERE'S THE CHOPPER-- AND THERE'S A RED SUB SURFACING TO MEET IT!


BUT, WITH MY WEB OVER THE CONNING TOWER, THEY WON'T BE ABLE TO OPEN THE HATCH!
OUR HATCH IS JAMMED! IT WON'T OPEN! HOW WILL WE GET THE PLANS, COMRADE?
FORGET THE PLANS! WE'VE BEEN SEEN!!... SUBMERGE!


NOW TO FIND OUT WHO FRAMED ME!
SPIDER-MAN! BUT HOW--?


I CAN'T SHAKE HIM OFF--NO MATTER HOW I MANEUVER!


HE--HE RIPPED OFF THE DOOR WITH HIS BARE HANDS!
END OF THE LINE FOR YOU, COMMIE! HEAD THIS SHIP TOWARDS SHORE--AND I MEAN NOW!
8


AND, BEFORE THE POLICE HAVE LEFT THE LARK BUILDING ROOF...
LOOK!
HERE'S THE GUY YOU'RE LOOKIN' FOR! THE GUY WHO STOLE THOSE PLANS AND IMPERSONATED ME!


BUT IN THE NEXT SPLIT-SECOND, THE WILY CHAMELEON DROPS A TINY SMOKE PELLET, AND BREAKS FREE IN THE CONFUSION...
BEFORE THEY KNOW WHAT HAPPENED, I'LL HAVE TAKEN A NEW DISGUISE, AND BE FREE!


HE CAN'T GET OUT OF THE BUILDING! ALL EXITS ARE GUARDED!... SEARCH EVERY ROOM!

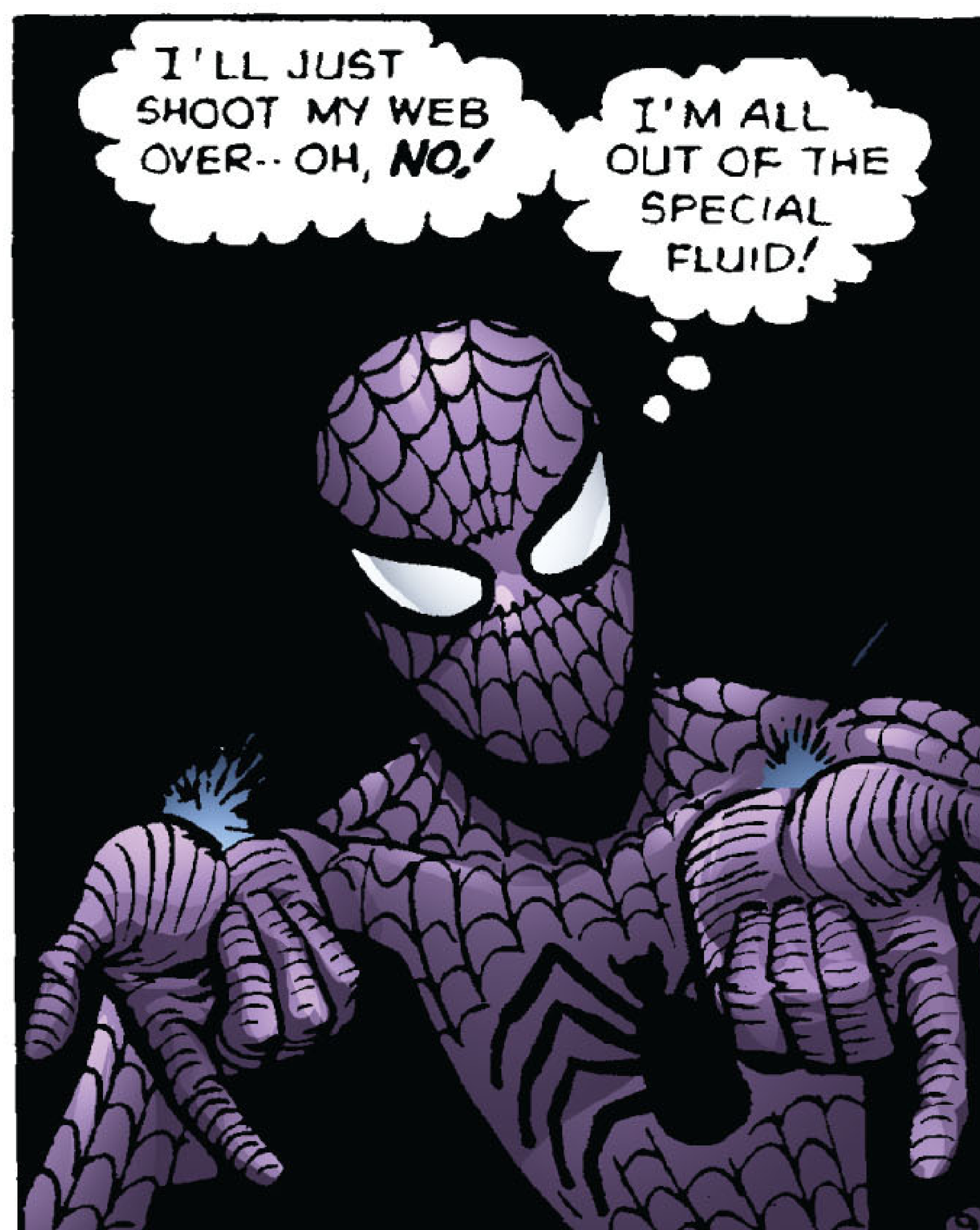

LET THEM SEARCH! I KNEW THIS DISGUISE WOULD COME IN HANDY! WHO WOULD EVER SUSPECT A POLICEMAN?


I'LL LOOK IN HERE, MEN!
I'LL TAKE THIS CORRIDOR!
AND I'LL HEAD FOR THE STREET UNDER YOUR VERY NOSES!


BUT AGAIN THE CHAMELEON HAS RECKONED WITHOUT SPIDER-MAN'S SUPERNATURAL SPIDER'S INSTINCTS...
THAT TINGLE I FEEL! MY QUARRY IS CLOSE-- WITHIN STRIKING DISTANCE!


HE'S WISE TO ME! IF I CAN JUST PULL THIS FUSE--
ONE OF THESE COPS MUST BE A PHONY!


HE'S DOUSED THE LIGHTS! BUT THAT WON'T STOP ME! I CAN STILL SENSE HIM IN THE DARK!


I'LL JUST SHOOT MY WEB OVER-- OH, NO!
I'M ALL OUT OF THE SPECIAL FLUID!
9


I'VE GOT TO REACH THAT EXIT BEFORE HE DOES! THIS IS THE FASTEST WAY!

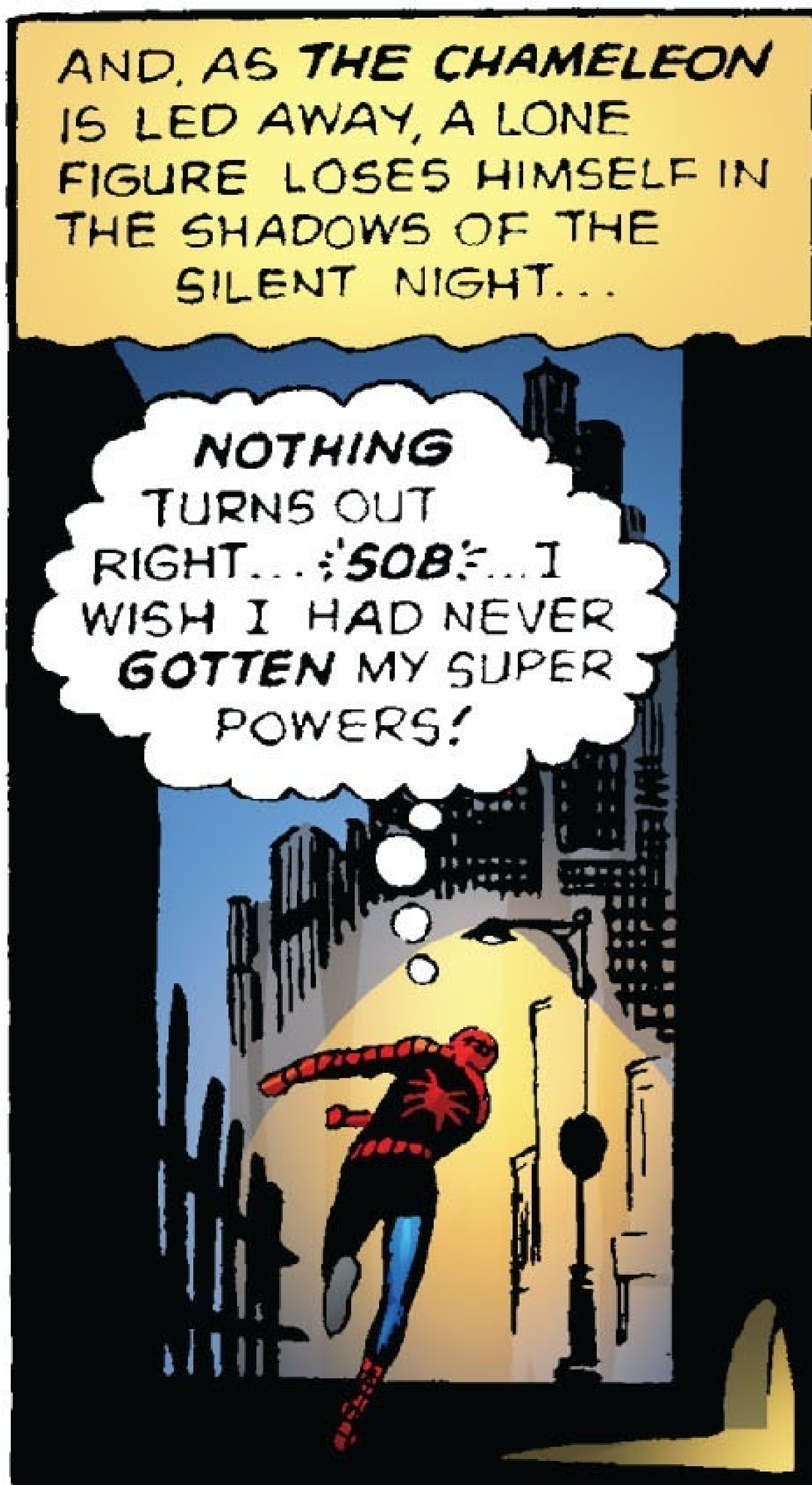

THAT FIGURE-- LEAVING THE OTHERS-- IT'S HIM!


BUT, AS THE LIGHTS GO ON AGAIN, THE CHAMELEON RESORTS TO ONE, LAST, DESPERATE RUSE...
HELP! GRAB HIM! IT'S THE CHAMELEON, DISGUISED AS SPIDER-MAN AGAIN!
WHA--?


OH, NO, YOU DON'T! YOU'RE NOT GONNA FOOL US THAT WAY A SECOND TIME!
WAIT!... HE'S LYING! I AM SPIDER-MAN!
IT WORKED! NOW TO SLIP AWAY!


IN A FIT OF WHITE-HOT FURY, THE POWERFUL SPIDER-MAN WRENCHES FREE OF THE STARTLED OFFICERS' GRASP, AND...
LOOK AT HIM GO UP THAT WALL! HE WAS THE REAL SPIDER-MAN!
EVERY TIME I TRY TO HELP, I GET INTO WORSE TROUBLE! WELL, THEY CAN CATCH THAT SPY THEMSELVES NOW!


AND WITHIN MINUTES, CATCH HIM THEY DO...
HERE HE IS, CAPTAIN! I SPOTTED HIM BY HIS TORN UNIFORM-- I COULD SEE HIS OTHER DISGUISE BENEATH IT!
BLAST IT! I MUST HAVE RIPPED IT IN MY SCUFFLE WITH SPIDER-MAN!


AND, AS THE CHAMELEON IS LED AWAY, A LONE FIGURE LOSES HIMSELF IN THE SHADOWS OF THE SILENT NIGHT...
NOTHING TURNS OUT RIGHT...*SOB*...I WISH I HAD NEVER GOTTEN MY SUPER POWERS!


LATER, AS THE LATE EDITIONS COME OUT, FOUR FAMOUS FIGURES PONDER THE CASE OF THE AMAZING SPIDER-MAN!
REED, HE'S SO POWERFUL, AND SO CONFUSED! WHAT IF SPIDER-MAN EVER TURNS HIS SUPER POWERS AGAINST THE LAW?
YEAH! IF A TEEN-AGER CAN BE SO BLAMED STRONG, HOW STRONG'LL HE BE WHEN HE GETS OLDER?
AW, WE WON'T EVER HAFTA WORRY ABOUT HIM!
WON'T WE, JOHNNY? I WONDER...


AND THE WHOLE WORLD WILL HAVE TO WONDER-- UNTIL OUR NEXT GREAT ISSUE! DON'T MISS IT!!
The END
10

A PERSONAL MESSAGE FROM SPIDER-MAN

Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

Yours for thrills and fantasy... *Spider-Man*



***NOTE:**
We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!

SPIDEY'S EARLY ADVENTURES CONTINUE...



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